CATWOMAN

by

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(*missing last pg.)

FADE IN:

1 EXT. CITY STREETS AND ALLEYS - TITLE SEQUENCE - NIGHT 1

A dark, littered alley. Four mangy ALLEY CATS circle a tiny, scared MOUSE.

The mouse has nowhere to run. The four cats tighten their circle around it. Then the cats all stop, their fur stands straight up, their backs arch. They all slowly turn to see, out of nowhere...

CLOSE ON CAT'S EYES, gold, elliptical pupils. The eyes BLINK. *

PULL BACK to reveal -- An Egyptian MAU -- sleek, graceful, dark-spotted gray and black fur, a SCARAB MARK on its forehead. A majestic and mysterious cat.

The four alley cats slowly back away from its fearsome stare. When they are a little ways back, they all turn and run, leaving the Mau staring at the little mouse.

Then the mouse takes off and the Mau chases. CAMERA takes us on a wild ride, the Mau chasing at a frantic pace. The animals streak UNDER and OVER PARKED CARS, THROUGH a DRAIN PIPE, ACROSS an empty STREET and --

-- through an ALLEYWAY, where LOUD MUSIC THROBS from a WINDOW on an upper floor. The cat and mouse exit, but we LINGER --

CAMERA MOVES UP TO a DARKENED WINDOW directly across the alley, and into -- *

2 INT. PATIENCE'S APARTMENT - NIGHT 2

The MUSIC'S THROB is audible as we MOVE THROUGH this neat, Spartan studio. A DRAFTING TABLE, an EASEL, DRAWINGS on the walls -- skilled work. A pile of BLANKETS and PILLOWS on the bed... we hear a GROAN and the pile stirs and flips over.

END MAIN TITLES and we REVEAL --

PATIENCE PHILIPS, as she pulls a pillow off her head and TURNS ON the LIGHT, giving up on sleep. She's 30, attractive, but tousled and tired. She glances at a clock -- 4 AM.

In her nightgown, she gets out of bed. The blankets get tangled around her and she stumbles. She kicks them off and moves to a window, and stares across to an apartment in the next building. * *

(CONTINUED)

2 CONTINUED: 2

There's a wild party going on, dancing, laughter. And a ROCKER HOST in the middle of the action. Patience shakes her head wearily, then opens the window to complain: *

PATIENCE *
Hello? Excuse me? If you could just...? *

She lets the question hang. No one hears her anyway. HOLD ON Patience for a beat. She's tired and she's irritated. But she's a little envious, too. Just then, a MEOW in the dark... *

... Patience looks down into the courtyard. There's a beautiful MOTORCYCLE, helmet and gloves hanging from the bars. And, oddly enough, a cat idling on the seat. It's the Mau. The Mau looks up at Patience. Patience calls down to it: *

PATIENCE *
Least someone's having fun, huh? *

3 OMITTED 3 *

4 INT. PATIENCE'S APARTMENT - DAWN 4

(OVER) MUSIC still throbs. CLOSE ON an intense, expressionist PAINTING, violent BRUSHSTROKES, powerful COLORS.

PATIENCE, mostly dressed, slaps on paint, venting her repressed feelings.

The MUSIC STOPS. Sigh of relief. But then she hears a mournful YOWL. She looks up. Another MEOW. She sets down her brush, goes to the window, sticks her head outside.

5 EXT. LEDGE - CONTINUOUS ACTION 5

Patience's head pokes out the window and looks around. Another MEOW, QUIETER, but still sad. She looks over. It's the Mau. He's stuck on top of a cornice, afraid to move.

PATIENCE
You again? Are you stuck? How'd you...? Come on down, cat.

5 CONTINUED: 5

She reaches out for the cat, but it YOWLS, pulls back a little on its precarious perch. She can't reach.

PATIENCE
It's okay. I won't let you fall.

The cat's not having it. Just a small, pitiable MEOW. Patience looks down, takes a breath and tries to get on her window sill on her knees, holding on tight. She edges carefully onto the sill and... a ROAR startles her. Patience reacts with a start, and sees the ROCKER HOST driving off on his beautiful MOTORCYCLE. Patience scowls, mutters to herself:

PATIENCE
I thought 'party all night' was a figure of speech.
(shouts after, ironic)
Have a nice day!

The motorcycle rolls away. Patience sighs, turns back to the cat. She reaches out to it. But the cat won't budge.

PATIENCE
C'mon, now. I'm sleep-deprived. Work with me.

She looks around and sees an AIR CONDITIONER in the next window. She crawls out and gingerly steps on it. She slowly stands on it, hugging the wall. She starts to reach for the cat but...

The air conditioner wobbles and she almost falls. She SCREAMS and grabs the cornice with her hands desperately to steady herself. She's almost balanced when...

LOUD VOICE (O.S.)
HEY! Hold on! Don't you move!!

Patience reacts with a start, nearly falls again. She regains her balance, looks down to see TOM LONE staring up at her, his car haphazardly parked behind him, door open.

LONE
(comforting)
Whatever you're thinking, whatever you're feeling, it's not worth it, understand? I'm a cop. Maybe I can help.

(CONTINUED)

5 CONTINUED: (2) 5

PATIENCE
No thank you, I'm fine. It's just...

LONE
We're going to get through this together, Patience. You and me.

Patience, a little unsettled already, has no idea what the stranger is talking about. She looks back to the cornice. But the Mau has vanished, as if into thin air.

PATIENCE
The *cat*.

Lone thinks she's nuts. But he'll play along.

LONE
Sure, lady. It's a beauty, real cute --

PATIENCE
The cat's not here anymore.

LONE
And I know that makes you very sad.

PATIENCE
Right.

Patience has had enough. She turns back to her open window. She means to crawl from the air conditioner to the sill. But her pant leg is caught on the air conditioner. She stumbles, nearly falls, and cries out. Lone darts toward the building entrance.

LONE
What's your apartment number?!

PATIENCE
Twenty-three!!

This time Patience welcomes the attention. She tries to get her leg free with no success. The air conditioner tilts a little more than before. The BOLTS SQUEAK and shift. The whole thing is about to fall to the street. Just then, Patience hears a LOUD CRASH inside her apartment. A beat. Tom Lone sticks his head out the open window.

LONE
Give me your hand!!

(CONTINUED)

5 CONTINUED: (3) 5

Lone leans out the window, reaches for Patience. Patience reaches for Lone. Suddenly, the air conditioner comes loose from its mooring. Patience falls, too, but Lone grabs her arm at the last possible instant. The air conditioner hits the street with a LOUD CRASH. Patience hangs in the air.

PATIENCE
(whispered)
Help.

LONE
I got you. I got you.

Patience tries to gain purchase on the wall with her stocking feet. Lone strains, and slowly pulls her to the sill. Then, with one last heave, he drags her through the window and into the apartment.

CUT TO:

6 INT. PATIENCE'S APARTMENT - CONTINUOUS ACTION 6

Patience and Lone tumble into the apartment, and hit the floor.

LONE
Close call.

PATIENCE
Thank you.

A beat of relief. At least until Patience realizes she is lying on top of a strange man, cop or not, in her living room. Patience hurries to her feet.

LONE
You okay?

PATIENCE
Fine. Never better. You?

LONE
I'm fine. But.

An awkward beat. Neither knows what to say. That's when the MAU hops through the open window, stretches, MEOWS, and darts out the open apartment door. Patience deadpans:

PATIENCE
That was the cat.

(CONTINUED)

6 CONTINUED: 6

LONE
You weren't kidding. You have a cat.

PATIENCE
No. I mean yes, but it's not mine.

LONE
(impressed)
You climbed out there to rescue somebody else's problem. That's different. Thing is, I thought --

PATIENCE
You saved me.

Something passes between them. Lone wants to know more about this woman. Patience usually avoids this kind of attention. She glances at her watch, and:

PATIENCE
Oh my God. I'm going to be late. I've got to go.

LONE
But --

Patience races around the room, gathers up her things.

PATIENCE
I've got this big presentation.

LONE
Oh. Well. Good luck with that --

PATIENCE
Thank you!

Patience stops short at the open door. Because the lock is broken. Lone sees it, offers:

LONE
Don't worry about the door. I got it.

PATIENCE
Really? That'd be so great. Because this is so important to me, and you don't have to if you don't want to, but--

LONE
Go.

(CONTINUED)

6 CONTINUED: (2) 6

Patience nods, runs out the door, stumbles, drops her purse, picks it up, and races off. A beat. Lone gives a little shake of the head. Then he smiles.

CUT TO:

7 OMITTED 7

8 INT. HEDARE BUILDING - LOBBY - DAY 8

A high-tech, high-class lobby. A large sign reads "Hedare Beauty" over the Hedare logo -- a perfect woman's profile. Plasma screens are filled with images of Laurel Hedare, the head of Hedare. Hands full, Patience pushes the large, GLASS DOOR open with her hip and holds it with her elbow for the person behind her. But no one takes the door from her and she is stuck, awkwardly holding the door for person after person. No one even thanks her.

SALLY (O.S.)
If you're still here at lunch, should I bring you a protein bar?

Patience turns to see SALLY, her trendy 30-something friend. Relief on Patience's face.

PATIENCE
Sally! Hi.

Sally shakes her head and takes the door from Patience.

Sally ushers Patience inside the lobby. She indicates one of the huge pictures of Laurel.

SALLY
Betcha 'Mrs. Hedare' didn't waste time holding doors.

PATIENCE
You don't know that. I think she's nice.

SALLY
And after good manners? We're gonna work on 'naive.'

Patience chuckles. Sally always makes her laugh. They step off. CAMERA HOLDS ON the PHOTO of Laurel. We HEAR:

GEORGE (V.O.)
Hedare Beauty stands at the threshold of a new era...

9 INT. HEDARE BUILDING - BOARDROOM - DAY 9

CLOSE ON the flesh and blood LAUREL HEDARE, the woman on the screens. She listens impassively as her husband speaks.

PULL BACK to reveal a huge conference table. Laurel sits at one end. BOARD MEMBERS line the table. A bodyguard, ARMANDO, and an assistant, WESLEY, stand against the wall in the b.g.

GEORGE HEDARE, late forties, exuding power and privilege, paces the room, making brief eye contact with everyone.

Behind him, on a VIDEO PLASMA SCREEN, is a dramatic BEFORE AND AFTER PHOTO showing a woman transformed from haggard to beautiful.

GEORGE
BoTox, collagen, plastic surgery... Women will suffer for beauty. More important to us, they'll also *pay* for it.

Laughter from everyone but Laurel.

GEORGE
We've been selling cold cream and face paint, watching our market share decline. But that's about to change. In one week we will launch the most exciting product to hit the beauty industry since *soap:* Beau-line. It doesn't just hide the effects of aging... it *reverses* them. Just as it is going to reverse the fortunes of this company.

He gestures to the screen to APPLAUSE from the EXECS. A beat. George softens just a little, then.

GEORGE
However, with change comes sacrifice. As we move into the future, we must set aside the past.

Beat. Laurel stands. The execs weren't expecting this.

LAUREL
My husband... and I... have decided it's time for me to step aside as the Face of Hedare. It has been a magnificent fifteen years, but we have chosen a new face to represent Beau-line. A... younger face...

(CONTINUED)

9 CONTINUED: 9

A MURMUR in the room. As Laurel re-sits, the plasma screen changes, revealing the new, stunning face of Hedare... DRINA, dark, foreign, exotic -- she's a very different type from Laurel. THE HEDARE SLOGAN "BE MORE THAN YOU ARE" across the bottom of the screen.

GEORGE
A face that will move a million units. Which, Phil tells me...
(smiles at an ACCOUNTANT)
... is our June quota alone.

LAUGHTER fills the room. The mood is festive, triumphant. Except for Laurel. She looks hard at her husband. George returns her gaze. There is much anger, perhaps something worse, between them. We HEAR Sally's VOICE OVER:

SALLY (V.O.)
Don't be intimidated. *

9A INT. HEDARE BUILDING - EXECUTIVE HALLWAY - DAY 9A

Patience is nervous, smoothing out her skirt as she walks. Sally walks beside her, coaching her. She continues:

SALLY
Sure. He's a brutal corporate pirate who would rip the beating heart out of your chest if it served his interests. But that's no reason to hide your light under a bushel. Whatever that means.

Patience is too nervous to laugh.

PATIENCE
It's just. This is my first lead campaign. I want everything to be perfect, you know?

SALLY
You got more talent than anybody * in the building. *

Nerves or not, Patience manages a smile. Patience and Sally pause in front of George's door. Just in time to hear MUFFLED VOICES on the other side. ANGRY VOICES. A beat. Then the SOUND of BREAKING GLASS. *

(CONTINUED)

9A CONTINUED: 9A

Patience knocks on the door. A beat. George Hedare answers:

GEORGE (O.S.)
Come in!

Patience takes a deep breath. Sally whispers:

SALLY
Good luck.

CUT TO:

10 INT. GEORGE'S OFFICE - CONTINUOUS ACTION 10

George sits behind his desk in the plush office. Laurel stands and looks out the window. A shattered lamp on the floor.

GEORGE
You didn't need to make quite such a scene out of it, Laurel.

LAUREL
What's the matter, George? Did I steal your moment?

Patience pushes the door open. Silence.

She resists the urge to pick up the pieces of the broken lamp, faces her boss.

PATIENCE
Mr. Hedare. Hi.

An awkward beat. Hedare's mind is elsewhere. Laurel does not turn from the window.

PATIENCE
Did you still want me to --

GEORGE
Sit.

Patience sits. She is even more nervous than before. A beat. George now examines a proof on his desk. It's the new Hedare logo. George appraises. Patience agonizes. Then, at long last:

GEORGE
Look, Phillips. You're not entirely untalented. But --

(CONTINUED)

10 CONTINUED: 10

Patience nearly stops breathing. George continues:

GEORGE
It's not even *close* to what I wanted. I can't imagine what you were thinking.

PATIENCE
(stunned)
I'm so sorry, I --

GEORGE
Look at this blue. It's all wrong. I wanted something darker --

PATIENCE
(very quietly)
But I remember. You said aqua.

GEORGE
And I *hate* cross-hatching.

PATIENCE
We talked about the cross-hatching.

GEORGE
What?!

Patience hears the iron in his voice, sees the look on his face. She retreats:

PATIENCE
Maybe I misunderstood.

GEORGE
Clearly.

PATIENCE
Mister Hedare, I'm so sorry. I can fix it. If you'll just give me another chance --

GEORGE
(shakes his head)
I don't reward incompetence.

PATIENCE
(desperate)
Please, Mr. Hedare --

Laurel finally turns from the window.

(CONTINUED)

10 CONTINUED: (2) 10

LAUREL
Oh, for God's sake, George, let her fix it. You change your mind every hour. It's good and you know it.

George nearly snaps at her, then thinks better of it. A beat, as if to decide. Patience watches and waits. Finally:

GEORGE
Whatever. By midnight, tonight.

PATIENCE
No problem. I won't let you down, Mr. Hedare. I promise. Thank you!

Patience rises to go. She looks to Laurel, mouths "thank you." Laurel nods in reply. Patience hurries for the door.

11 INT. LADIES ROOM - MOMENTS LATER 11

Patience checks her makeup in the bathroom mirror. Beside her, hand consolingly on her shoulder, is Sally.

PATIENCE
You won't believe this? But *Laurel* gave me a second chance.

Sally looks in the mirror and takes three aspirin.

SALLY
Headaches again. My brain's all pointy.

Now Sally digs into her purse for another bottle. This one is unmarked. Patience knows what it is.

PATIENCE
You know, you're addicted to that stuff.

SALLY
Happily. Beau-line is magic in a bottle.

PATIENCE
How do you keep getting it? Production doesn't even start until tomorrow.

11 CONTINUED: 11

SALLY
Mike in R&D. Steady supply.

PATIENCE
Still?

Sally pops a couple pills, and she deadpans into the mirror:

SALLY
Men in lab coats love women who take the lab coats off the men who wear them. Want a taste? *

She offers the bottle, but Patience waves it off. Sally takes no offense:

SALLY
Well, some of us need more help than others. I'm not going to be the last woman in the world that looks over twenty-five.

Patience grins, and feels better than she did before.

CUT TO:

12 INT. HEDARE BUILDING - ART DEPARTMENT - OVERHEAD ANGLE ON A MAZE OF CUBICLES - LATER 12

DRONES hunch over DRAWING TABLES or tap at graphics WORKSTATIONS. A GLASS CASE bears TUBES, JARS and BOTTLES of various HEDARE PRODUCTS.

13 INT. PATIENCE'S CUBICLE - CONTINUOUS ACTION 13

Patience's cubicle. Her current work is scattered about -- PACKAGE DESIGNS, precise LABELS, quite different from her own work, evident in her sketch book at the back of the table.

Patience at her drafting table, transforming the proof. Sally leans against a wall with a bagel from Patience's desk.

A male artist, LANCE, walks by, whispers into the cubicle.

LANCE
Man sandwich, twelve o'clock.

(CONTINUED)

13 CONTINUED: 13

Sally glances up, seeing something O.S.

SALLY
Oh my God...
(to herself)
Let it be me, let it be me..

Patience looks up to see Tom Lone.

Sally wears a big sexy smile. But Lone beelines to... Patience instead.

LONE
Hello.

PATIENCE
Hi.
(a little awkward)
Sally, this is... the detective I told you about... from this morning.

She doesn't know his name.

LONE
(holding out his hand)
Tom Lone.

SALLY
God. That is *such* a good name. Tom Lone. Rhymes with phone, bone, cone -- not that rhyming's all that important --

She gives Patience an exaggerated look. A beat. They all just stand there. Lone and Patience look at Sally.

SALLY
Um. I'll be over here. In my cubicle.
(aware of the rhyme)
Alone.

She retreats to her cubicle. Patience smiles at Lone, a little embarrassed.

PATIENCE
So. Well.

LONE
(genuine)
You know what I like about you?

(CONTINUED)

13 CONTINUED: (2) 13

PATIENCE
No. Not really.

LONE
You were born on the first day of spring. My favorite time of year.

PATIENCE
Wait, how -- ?

He holds out PATIENCE'S WALLET in his hand.

LONE
You dropped it on your way out.

PATIENCE
Oh.

Patience takes hold of the wallet. Then realizes:

PATIENCE
You didn't have to. I mean you could've left it in the apartment --

Lone changes the subject, indicates one of the drawings in Patience's open SKETCHBOOK.

LONE
This is nice.

PATIENCE
You think?

LONE
Reminds me of early Chagall. Elegant, but whimsical. The way the light and dark do that thing together -- very much in the old Dutch Masters tradition. The old Masters. Who were Dutch.

He trails off. Patience laughs. Lone grins.

LONE
Okay, I don't know the first thing about art. But I Googled it at the office, and just between you and me?

(MORE)

(CONTINUED)

13 CONTINUED: (3) 13

LONE (CONT'D)
I thought Dutch Masters was a cigar my Lieutenant used to smoke. Anyway. I was just trying to impress.
(gestures to her work)
But really, I like it. A lot.

The flattery, directed at the art, directed at her, makes Patience glow shyly.

PATIENCE
Thank you.

Patience doesn't trust herself to say anything. IN THE NEXT CUBICLE Sally is dying. The silence hurts. She BUMPS the cubicle wall.

LONE
I was hoping we could have a cup of coffee. There's this Italian place right around the corner. Grecio's. On Sixth.

Another painful silence.

LONE
How about tomorrow? One o'clock?

One last silence. And then at long last:

PATIENCE
That... that sounds great.

LONE
Okay. Tomorrow, then.

Patience smiles, but doesn't say anything and it doesn't appear like she's going to. Lone's eyes flicker to the right... Sally's head has popped up over the wall of the cubicle. Lone deadpans:

LONE
You'll make sure she gets there, right? I'm counting on you.

SALLY
Yes, Officer. Captain. Generalissimo. Sir.

(CONTINUED)

13 CONTINUED: (4) 13

Lone grins, steps away. Patience and Sally watch him go. Sally sighs audibly. A beat. Then she turns to Patience, all business:

SALLY
Okay, pre-game drill. Don't eat today, only water, and wear the leather outfit I got you for your birthday --

Lance chimes in from his cubicle.

LANCE
Hello?

SALLY
(without missing a beat)
Lance would like me to remind you that he pitched in for the leather.

Patience is amused. Patience is unconvinced.

PATIENCE
A, it's just coffee. And B, never.

14 INT. HEDARE BUILDING - ART DEPARTMENT - DAY TO NIGHT 14

TIME-LAPSE -- Patience works in her own world, the office staff move around her as day becomes night.

15 SAME SCENE - LATE 15

THE OFFICES DARK --

-- PATIENCE'S CUBICLE. She's the only one here now, working in the light of her TECH LAMP.

She idly taps a sketching pencil against her lips. Something unheard and unseen catches her attention.

She glances over at the window opposite her cubicle. There, in the window... is the MAU, sitting on an empty window washer's platform. Staring at her.

Patience stops the pencil mid-tap, mouth open.

PATIENCE
What... the...

15 CONTINUED: 15

She looks around to see if anyone else sees it. When she looks back... the Mau is gone.

Patience, stunned, crosses to the window... It's gone.

PATIENCE
That does it. No more caffeine.

She shakes her head and glances at the clock. And reacts:

PATIENCE
Oh my God!

She rushes back to her cubicle and hurriedly puts the boards into her portfolio while she dials the phone.

PATIENCE
Hi. This is Patience in the Art Department? I'm expecting a courier to take... But he was supposed to be here by midnight...! I'm sure it's not his fault, but... I understand...

Patience is on the verge of apologizing for someone else's mistake. She double-checks the clock, sighs, and:

PATIENCE
Why don't I bring it over myself?

CUT TO:

16 EXT. CITY BRIDGE/HEDARE FACTORY - NIGHT 16

CAMERA SWOOPS ACROSS the bridge and TOWARD the looming FACTORY on a BLUFF above a RIVER, a complex of low-slung BUILDINGS, a SMOKESTACK or two. The CAMERA CONTINUES TO MOVE -- CRANES DOWN to find PATIENCE entering the complex on foot, bearing her portfolio. She passes a LARGE GRAPHIC showcasing the old Hedare LOGO.

17 PATIENCE 17

-- walks up to a closed door. She tries it. Locked. She looks at her watch.

She KNOCKS. POUNDS. Nothing. She peers in a window. Lights on, but nobody answering. She POUNDS again.

She steps back from the building.

(CONTINUED)

17 CONTINUED: 17

PATIENCE
(yells)
Hello? Anyone?

Frustrated, she looks around for another door. There are lights coming from elsewhere in the factory.

17A EXT. HEDARE FACTORY - BACK - NIGHT 17A

Patience finds a small back door that isn't locked and opens it up, walks inside.

18 INT. HEDARE FACTORY - CORRIDOR - LATER 18

Patience is lost. The corridors are dark and pipe-lined. The whole atmosphere is eerie and the silence is oppressive.

19 INT. HEDARE FACTORY - R&D LAB - NIGHT 19

A sprawling L-shaped LAB SPACE, the only LIGHT coming from around a corner.

The back of a SHADOWED FIGURE is barely visible, the only light comes from a VIDEO SCREEN showing DIGITAL IMAGES, ELECTRON-MICROSCOPY of MOVING BACTERIA.

A second shadowy figure moves into the meager light -- it's DR. SLAVICKY, the head of R&D. He is agitated, controlling the images on screen. *

SLAVICKY *
(to shadowy figure)
You're not listening to me! The FDA didn't discover anything in the trials, but still...

He leans into the light, sounds like a prophet.

SLAVICKY *
Twenty-five percent of all users *
will manifest headaches, nausea, *
fainting spells within the first *
two years. But with inevitable *
long-term usage -- years -- the *
repercussions will be *extreme*... *

A voice can almost be heard from the shadows.

SLAVICKY *
I thought I could live with it...
but I'm... not sure anymore...

20 INT. HEDARE FACTORY - NIGHT 20

PATIENCE, more uneasy every step, hears the sound of SOFT VOICES. She sees a half-open door ahead, the source of the voice coming from beyond it.

She pushes it open and enters. As the door closes, the sign is revealed in the light -- "DR. SLAVICKY." *

21 INT. HEDARE FACTORY - R&D LAB - NIGHT 21

Dr. Slavicky sits with his head in his hands. *

SLAVICKY *
After next week, there will be no *
turning back.

Patience cautiously enters the main part of the lab, looking for help, sees the video screen. *

ON SCREEN -- an image of a WOMAN'S FACE. Computer simulated TIME LAPSE. The face starts old and becomes younger and firmer, then something changes and it starts to become hard, severe, stony, skeletal...

PATIENCE instinctively RECOILS, BANGING into a table.

THE SHADOWY FIGURES turn toward the noise.

SLAVICKY *
(barking, menacing)
Who's there?

Patience was about to speak, but his tone is so scary, she instead turns and flees, unseen.

22 EXT. HEDARE FACTORY - NIGHT 22

ARMANDO is leaning, arms crossed, against a Limo. He touches his ear -- he wears a small HEADSET.

ARMANDO
On my way.

With a grim expression, he SLAMS the car door and RUNS toward the factory, reaching into his coat.

23 INT. HEDARE FACTORY - CORRIDOR - NIGHT 23

PATIENCE hurries down the corridor. Just as she's rounding the corner, she sees that the door ahead is OPENING --

23 CONTINUED: 23

PATIENCE freezes, ducks back around the corner as --

-- ARMANDO steps inside, bearing a HANDGUN. Looking around, he moves quickly toward the lab -- and Patience.

BEHIND HER, WESLEY emerges from the R&D LAB.

PATIENCE bolts in a different direction.

WESLEY and ARMANDO join forces, WESLEY points, they hurry in the direction of her FOOTSTEPS.

24 INT. HEDARE FACTORY - STORAGE ROOM - NIGHT 24

PATIENCE moves from the dark corridors into a STORAGE AREA filled with CRATES of PRODUCT. She hears the men's FOOTSTEPS behind her, hides behind a stack of BOXES.

WESLEY
Come on out. It's okay. We'd just like to ask you a few questions.

Patience pauses, takes a breath, turns and steps into view, she's some distance, shrouded in near-darkness.

PATIENCE
I'm sorry. I think I'm in the wrong --

BANG! A BULLET just MISSES her, SHATTERING CRATED JARS of MAKEUP, FLUID SPILLS.

In a panic, PATIENCE RUNS. WESLEY grabs for Armando.

WESLEY
Idiot, what are you doing?!

But ARMANDO is already in pursuit, WESLEY hangs back, pulling out a cell phone. Patience goes through another DOOR into --

25 INT. HEDARE FACTORY FLOOR - NIGHT 25

-- a large SPACE filled with PIPES, VATS, INDUSTRIAL EQUIPMENT. PATIENCE and ARMANDO play a game of cat and mouse, ducking amongst the machinery.

ARMANDO FIRES once or twice more.

PATIENCE retreats to --

26 INT. HEDARE FACTORY - WASTE TREATMENT AREA - NIGHT 26

-- a metal stairway into a WASTE TREATMENT AREA. A maze of metal catwalks hangs above DARK WATER far below. Everywhere, WASTE CHEMICALS drain out of pipes, dripping. In the distance, the SOUND OF RUSHING WATER.

Patience reaches the end of a catwalk. There's nowhere to go but down. She cautiously lowers herself along the metal ladder on the wall. Numerous HUGE PIPES lead out from the bottom, she picks one at random as --

ARMANDO appears at the TOP OF THE STAIRS. WESLEY catches up with him a moment later, still on the phone. Armando shakes his head. Wesley mutters a curse.

WESLEY
She ran down to waste treatment, Armando got a little trigger-happy... she could be in any one of these pipes...
(a beat)
But -- we don't even know who she is or what she heard --

He hangs up, sighs, glances at Armando.

WESLEY
(shrugs)
Seal the door.

27 INT. HEDARE FACTORY - PIPE - NIGHT 27

PATIENCE moves through this PIPE, quite frightened. She reacts to a distant CLANG, NOISES of VALVES CLOSING. Then, a RUMBLING comes from deep in the factory. AIR WHOOSHES past Patience -- as if something is pushing the air through...

She rushes toward the end of the pipe, pressing against the sides to keep her balance... then suddenly stops, horrified, as she reaches the end and finds herself --

-- 200 FEET ABOVE A RAGING RIVER. She gasps, and turns back in the other direction. But doesn't get far. Because --

There's a ROAR and -- A TIDAL WAVE OF WATER smashes into her, carries them over the edge --

28 EXT. HEDARE FACTORY - RIVER - NIGHT 28

A TERRIFYING PLUNGE into the RAGING WATERS below -- PATIENCE SCREAMS as she falls.

(CONTINUED)

28 CONTINUED: 28

PATIENCE is plunged under the water. She fights in and out of consciousness --

29 EXT. UNDERWATER RIVER - NIGHT 29

-- but finally passes out in the whirlpool, her body turning and rolling... disappearing down a series of rapids... and spilling out into the calmer black of the lower river.

30 ABOVE - ON THE RIVERBANK 30

-- FIND MIDNIGHT, scrambling onto a ROCK OUTCROPPING. He lets out a heartrending HOWL. A moment later, we hear more CAT CRIES in the distance as unseen CATS join in, a feline telegraph.

31 EXT. A HOUSE - NIGHT 31 *

The CAT CRIES, just audible, far off. Then -- a CAT squeezes out a WINDOW at the gap in the sill... more CATS SCRAMBLE out dormers... yet MORE SHOOT OUT the flapping CAT DOOR.

32 EXT. CITY STREETS - NIGHT 32

CATS scramble through alleyways, joined by STRAYS converging from all directions, picking up the CHORUS.

33 EXT. MARSHLAND - ON MURKY MOONLIT WATER - NIGHT 33

CRANE DOWN to find PATIENCE, her clothes TORN, SOAKED and MUDDY, her body floating in an eddy strewn with RIVER WEEDS, bumping against the shore.

ON HER FACE -- eyes fixed, lips slightly parted. Dead.

THE HOWLING is CLOSE now... THE CATS have gathered here, parting for MIDNIGHT, a feline VIP.

The Mau steps out onto Patience's chest, leans close and LICKS Patience's parted lips, rubs her face against Patience's cheek. Then she stares into Patience's eyes.

CLOSEUP - MIDNIGHT'S EYES

There's a brief PRISMATIC GLOW in MIDNIGHT'S EYES.

33 CONTINUED: 33

ON PATIENCE'S FACE

as CAMERA MOVES INTO one DEAD EYE... which for an instant becomes ELLIPTICAL, a CAT'S EYE.

34 MEMORY MONTAGE 34

DARK, DISTORTED; QUICK IMPRESSIONISTIC IMAGES OVERLAP, mixing CAT POVS -- LOW-ANGLE TRACKING, HUNTING and CLIMBING SHOTS --

-- with EGYPTIAN IMAGES -- A SCARAB, a TEMPLE, a STATUE OF BAST.

35 EXT. MARSHLAND - NIGHT 35

PATIENCE SITS UP INTO FRAME with a GASP, scared, disoriented. Her ragged, wet, torn clothes cling to her body. Her face is covered in mud. She rises tentatively; almost like a newborn kitten. The cats are all GONE. She has no idea what she's doing here -- or who, or what she is. She opens her mouth to speak -- all that comes out is a strangled CAT CRY. She darts her head, disoriented and overwhelmed.

36 HER POV 36

SOUNDS AMPLIFIED, IMAGE perhaps SOLARIZED, the darkness BRIGHTENED, objects of interest HIGHLIGHTED. The EYES of any creature in sight GLOW, pertinent ACTION shifts into SLOW MOTION. We'll call this CATVISION. WHIP-PAN TO a CRICKET perched on a blade of grass -- then UP TO an OWL in the distance, soaring over the park.

37 PATIENCE 37

moves tenuously at first, on all fours, her shoulders and hips rolling in distinctly feline fashion.

38 EXT. JUNKYARD - NIGHT 38

The marshland gives way to junked cars and other garbage piled near the water. A savage-looking DOG, perched high on a junk pile, spots PATIENCE from behind. PATIENCE, still slinking on all fours, finds a hole in a fence and enters the yard. The DOG runs down toward her and starts BARKING.

(CONTINUED)

38 CONTINUED: 38

A couple of menacing JUNKYARD DOGS bound toward her, through the piles of trash.

Patience HISSES and EXPLODES OFF, RUNNING on two legs now.

MOVING FAST WITH Patience, terrified, really fast, darting, leaping. The DOGS lunge in close pursuit. Branches and piles of junk SHRED HER CLOTHES. Ahead is...

A TEN-FOOT-TALL CHAINLINK FENCE. Acting on instinct, Patience LEAPS --

-- and claws her way up the fence, perches on top and scales down the other side, her head upside down.

Facing the dogs upside down a few feet from the ground, Patience looks at the DOGS on the other side of the fence as they BARK AND LEAP at her. She throws them a taunting look, jumps onto the street and moves off into the night.

39 EXT. GRAFFITI ALLEY - NIGHT 39

Patience darts through the streets and alleys like a lost cat, making quick, agile turns, not knowing where she's going yet strangely, somehow, making her way back...

40 EXT. PATIENCE'S APARTMENT - NIGHT 40 *

... home, as all cats seem to do. The sky is just starting to LIGHTEN as PATIENCE nears her building and goes around back.

41 EXT. PATIENCE'S BUILDING - FIRE ESCAPE - NIGHT 41 *

PATIENCE approaches the back fire escape. The ladder doesn't go all the way down. It doesn't faze her. She scurries up a fence, leaps onto the bottom rung of the fire escape, and bounds up.

AT HER WINDOW, she puts her hands to the windowpane, then --

STARTS at her own REFLECTION, disoriented, it's the first time she's seen herself. She leans close, fascinated, seems surprised to be looking at a human face. She wipes some mud off her features, creating lines near her eyes. She licks her hands, fixes her hair, then nods once at herself and --

-- SMASHES THE GLASS with her fist.

42 INT. PATIENCE'S APARTMENT - NIGHT 42 *

BROKEN GLASS sprays across the floor. PATIENCE'S SHADOW passes across it.

43 EXT. PATIENCE'S BUILDING - BACK ALLEY/INT. PATIENCE'S APARTMENT 43

CAMERA MOVES UP INTO the sky. TIME-LAPSE as NIGHT becomes DAY. *

CAMERA TILTS BACK DOWN and TRACKS TO and THROUGH the window INTO Patience's apartment. CAMERA KEEPS MOVING PAST the DOOR, which RATTLES, somebody KNOCKING LOUDLY in the hall.

44 CLOSE ON PATIENCE 44

SOUND ASLEEP. She stirs, CAMERA PULLS BACK to reveal that she lies ATOP A HIGH BOOKCASE, in her nightgown, somewhat cleaned up, her body twisted in an odd, uncomfortable-looking position.

45 INT. PATIENCE'S BUILDING - HALLWAY - DAY 45

Tom Lone knocks on her door, knocks again, looking concerned. He gives up, moves down the hall to a window --

THROUGH WINDOW, he sees PATIENCE'S WINDOW -- BROKEN.

LONE's cop instincts kick in, he hurries back to the door.

46 INT. PATIENCE'S APARTMENT - DAY 46

PATIENCE opens one eye at the sound of a LOUD THUD at her front door. She starts to sit up and --

FALLS OFF THE BOOKCASE in a heap.

Another THUD. PATIENCE springs to her feet, alert --

A third THUD -- the DOOR FLIES OPEN and -- WHAM! LONE gets a FLYING KICK to his head. He sprawls on the ground.

PATIENCE crouches over him, but his body spins and there is suddenly a GUN right in her face. Lone quickly lowers the gun when he sees who it is.

(CONTINUED)

46 CONTINUED: 46

LONE
Patience?

Patience BLINKS, coming back to herself at the sound of her own name. She backs away, and suddenly feeling exposed in her nightgown, she grabs a ROBE, wraps it around her. She seems quite dazed. Lone rubs his chin.

She glances at a clock -- 1:40 PM. It doesn't register.

PATIENCE
What are you...?

LONE
We had a date, remember? You didn't show, so I dropped by Hedare, and everybody's looking for you, and Sally's been calling all morning but you didn't answer, so. She asked me to come over. To make sure you're okay.

PATIENCE
Oh God. I...

LONE
And I'm sorry about the door. Again.

Lone spots her MUDDY CLOTHES strewn on the floor. Patience follows his gaze, looks at them too. Neither one knows how they got that way.

Lone turns back to Patience:

LONE
You *are* okay, right? Patience?

PATIENCE
I left work late. I don't remember anything after that.

LONE
Are you hurt?

PATIENCE
I don't think so.

LONE
You got a mean kick. We established that.

(CONTINUED)

46 CONTINUED: (2) 46

Lone's just joking. But Patience is confused and she doesn't want to answer any more questions.

PATIENCE
I don't know *what* happened. I...
(beat)
I need to be alone right now, okay? Please.

An awkward beat. Lone doesn't know what to think. Then:

LONE
Sure, sure. Got it. I shouldn't have come over. I hope you feel better.

Lone exits. Patience shuts the door, and leans against it, fearful and disturbed. That's when she HEARS a familiar MEOW in the room.

It's the MAU, sitting on the dresser, innocently licking a paw. Patience steps to the Mau, reaches for the tag on its collar. She mutters:

PATIENCE
Something's happening here, and I got a feeling it's *your* fault.

CLOSE ON COLLAR TAG

It reads "OPHELIA POWERS," and an address.

CUT TO:

47 OMITTED 47

48 INT./EXT. OPHELIA'S HOME - DAY 48

REFLECTED in the windows of a high-rise. CAMERA PANS DOWN to reveal a home nestled in the forest of HIGH-TECH buildings. CAMERA MOVES DOWN TOWARD Patience arriving. THE FRONT DOOR opens to reveal a determined PATIENCE holding the Mau at arm's length.

PATIENCE
(firm)
Hi. Are you Ophelia Powers? I think maybe I found your cat. More than once.

(CONTINUED)

48 CONTINUED: 48

She holds the Mau out to OPHELIA POWERS, 50s. Ophelia doesn't take it.

OPHELIA
More likely *it* found *you*.

She studies the confused Patience curiously, appraising.

OPHELIA
I think you should come in.

PATIENCE
(not so firm)
Oh, I can't. I'm sorry. Thank you, but I'm late for work and if I...

But Ophelia has already disappeared inside, leaving the door wide open and Patience still holding the cat.

Patience hesitates, sighs, then walks through the door, brushing past dangling DREAM CATCHERS and WIND-CHIMES.

49 INT. OPHELIA'S HOME - LIVING ROOM - DAY 49

Patience sits uncomfortably on an antique sofa. A number of Ophelia's cats are swarming around Patience, rubbing against her ankles. Patience tries to nudge them away without attracting too much attention. The Mau watches from atop the back of the couch like a queen.

Ophelia sits opposite her, two cats on her own lap. Her eyes seem to drift with the shadows, like a distracted cat. Patience opens her mouth to speak, but Ophelia interrupts:

OPHELIA
Midnight.

PATIENCE
I'm sorry? What?

OPHELIA
Her name. She's from a long line of Egyptian Maus, the rarest of breeds. The Maus were Temple cats for the goddess Bast. Bast is the Protector of Women. The Maus have special powers. Midnight does too.

(CONTINUED)

49 CONTINUED: 49

PATIENCE
Right. Like popping out of nowhere and scaring people half to death? Disappearing for no reason?

OPHELIA
(smiles)
Among other things.

Patience shakes her head. *

PATIENCE
Everything's gone wrong since that cat showed up. I met this guy I liked? Scared him off. I got a big opportunity at work? Blew that. I'm having a really... bad... day. More than one, actually --

She looks up.

PATIENCE
I'm sorry, this isn't your problem, I don't even know why I'm telling you, it's just --

The cats continue to rub against Patience's ankles. But she doesn't nudge them away anymore.

OPHELIA
(studies Patience)
It's all right. Tell me.

PATIENCE
I don't know... I went to the factory, and then... I don't know what *happened*, and no matter how hard I try I can't remember --

Patience hesitates, as if to recapture a memory. But she can't. Then:

PATIENCE
I've got to get to work. I am *really* late.

Ophelia is very interested.

OPHELIA
Don't go. Tell me about last night.

(CONTINUED)

49 CONTINUED: (2) 49

PATIENCE
I'm sorry. I can't.

Because she's late. Because it scares her, too. Patience stands.

OPHELIA
Then I think you should come back. Anytime. I'm always here.

She lightly smacks the bottom of a CALICO CAT that is drinking Patience's tea.

OPHELIA
Socrates! No caffeine.
(to Patience)
It makes him irritable.

Patience smiles politely and heads for the door.

Ophelia crosses to the door in front of her. She takes a small WOODEN BOX from a small table.

Keeping her eyes locked on Patience, penetrating now, Ophelia opens the box. It contains GREEN HERBS.

Patience unconsciously dips her fingers into it and raises her hand to her nose. She inhales deeply and her body shudders in relaxation.

She pulls her hand away from her face and looks up at Ophelia. A question on her face.

OPHELIA
(eyes wide)
Catnip.

Patience has no idea what to say to that. We HEAR George's ANGRY VOICE OVER:

GEORGE (V.O.)
What the hell is *wrong* with you?!

50 INT. HEDARE BUILDING - ART DEPARTMENT - DAY 50

Patience's cubicle. CO-WORKERS occasionally visible as they hurry by, heads down, trying not to be noticed by the furious boss. Embarrassed for Patience. Sally eavesdrops from her cubicle, cringes with every harsh word. Lance steps to join her. GEORGE paces, in mid-harangue. PATIENCE, head hanging low, as if in tears, sits in her chair clutching a sketchpad.

50 CONTINUED: 50

GEORGE
You never delivered the designs. You do not, in fact, even know where they are. And you do not know where they are because, and I quote, 'You can't remember'?! Your incompetence is *staggering* --

Patience raises her head, turns toward George, dry-eyed.

PATIENCE
Hmm?

GEORGE
(the end of his rope)
Are you even *listening* to me?

PATIENCE
(thinks)
No. Not at all.

Sally reacts. Lance looks to Sally. The whole department seems to get quieter. It turns out Patience has been DOODLING on a document on her desk. George snatches it up to see --

-- a rather nasty CARICATURE of him, spraying sweat, smoke and fire from his head.

GEORGE is speechless. He crumples the page in his fist and turns on his heel, heading out of the cubicle. Patience blinks, realizing the gravity of the situation.

PATIENCE
Mr. Hedare, *wait*. I don't know what got into me. I'm *sorry*.

She means it. GEORGE turns back to her. He glares.

GEORGE
Sorry? Is that all? 'Sorry' isn't *nearly* enough.

That does it. Patience narrows her eyes. Her expression takes on a cold and confident manner. We've never seen her like this before.

PATIENCE
Well then *what* is? What's enough, George? *

(CONTINUED)

50 CONTINUED: (2) 50

Her VOICE has a different timber, more confident, sexier (she'll use this voice whenever her alter-ego leaks out):

There are many variations of "holy shit!" in stifled tones from all over the department. Sally nearly falls out of her chair. Lance does an impromptu dance beside her. George utters it like a curse:

GEORGE
You have one hour to clean out your cubicle.

George storms away. A beat. Patience seems startled by her own words. She panics and she rises to call after him.

PATIENCE
Wait! Mr. Hedare! I didn't mean -- Mr. Hedare! I was kidding!
(sotto voce, to self)
Wasn't I?

No use. He doesn't stop. Patience leans against the cubicle wall. Defeated. Sally opines:

SALLY
My hero.

CUT TO:

51 INT. GEORGE'S OFFICE - DAY 51

LAUREL is sitting at the desk, there are PHOTO PROOFS sitting on the corner of it. Laurel is staring at them from a distance. Wesley enters.

WESLEY
Mr. Hedare wanted me to inform you that he'll be at the factory for the rest of the afternoon.

LAUREL
(to Wesley)
If by 'factory' you mean 'at the Four Seasons teaching Drina how to open the mini bar'? Consider me informed.

Wesley retreats. Laurel stares at the proofs as if they were roaches. Preparing herself. Finally, she picks them up and walks to the light of the window.

(CONTINUED)

51 CONTINUED: 51

ANGLE ON PHOTOS

DRINA the new face of Hedare. She is very gorgeous. And very, very young.

Laurel takes a deep breath. Pained, she looks up from the proofs and out the window.

ANGLE OUT WINDOW

George and Drina smiling and entering a waiting limo.

Laurel steps backwards, brushes against the desk. Her hand closes around a delicate WATER GLASS. She lifts it to drink, but it's empty.

She slams it back on the table. It SHATTERS into splinters. Laurel looks down at it without wincing. With an odd expression on her face she lifts her hand and shakes the sharp shards of glass off.

CLOSE IN ON her hand -- it's completely unharmed.

51A INT. LIMOUSINE - DAY 51A

George and Drina sit as the back door is shut. Drina is talking, animatedly.

DRINA
When I was like ten? I wanted to grow up to be *just* like Laurel. I think she's the most beautiful --

George interrupts:

GEORGE
Don't.

DRINA
What?

GEORGE
Think. Not ever. Consider it a condition of our relationship.

52 EXT. CITY STREET - DAY 52

The Hedare building looms behind them as Patience and Sally head down the street, Patience carrying her meager personal items in a canvas bag.

(CONTINUED)

52 CONTINUED: 52

PATIENCE
I don't know how to describe it. It's like... it's like I was saying it but I *wasn't* saying it at the same time...

SALLY
Well whoever said it deserves the thanks of a grateful art department.

PATIENCE
You don't *understand,* Sally. I wanted to *hurt* him. I would have *liked* hurting him.

A DOG WALKER with TWO DOGS passes them. The DOGS go crazy, BARKING and GROWLING at Patience as they pass. Sally jumps back, but Patience tenses and lets out a little HISS.

Patience relaxes as the dogs pass and turns to find Sally staring at her.

SALLY
What was that?

Patience tries to cover with a little sniff.

PATIENCE
Nothing. Allergies?

Patience's attention is drawn to a GLINT OF LIGHT from a shop window. Patience pauses, glances in --

A JEWELRY STORE - ANGLE IN WINDOW

Beautiful jewels catch the light, the centerpiece a diamond-tipped CLAW NECKLACE resting on black fabric. RACK FOCUS, PATIENCE'S reflection -- a sigh. The necklace looks a million miles away right now.

PATIENCE
Pretty...
(a flicker of Catwoman)
Sooo pretty....
(gathering, no response)
Sal?

(CONTINUED)

52 CONTINUED: (2) 52

But when she turns she sees Sally collapse, losing consciousness as she hits the ground.

PATIENCE
Sally!

53 INT. HOSPITAL - HALLWAY - DAY 53

An ORDERLY rolls SALLY out of an examination room on a gurney, PATIENCE rises from a chair outside. She follows alongside as Sally is moved to another room.

SALLY
Have you noticed that when they keep you for observation, nobody ever observes you?

PATIENCE
Sal. Do they know what's wrong?

SALLY
(shakes her head)
Not a clue. They keep running tests, but. Hey, upside? You should see my doctor.

PATIENCE
Sounds like you're getting better already.

SALLY
Reminds me. What's up with the handsome yet modest but who cares 'cause he's so handsome detective?

Patience winces at the memory:

PATIENCE
I... attacked him.

THE ORDERLY leaves Sally in the hall for a moment.

SALLY
Atta girl. It's about time!

PATIENCE
No. Trust me, not in a *good* way.
(sighs)
I don't think it's gonna work out.

(CONTINUED)

53 CONTINUED: 53

SALLY
You *never* think it's gonna work out. I will *not* let you sabotage a good thing.

PATIENCE
You talk a pretty mean game in that backless gown.

SALLY
My shoulder blades are my best feature. *Look*. If it's broke, fix it.

Sally always makes her smile. Even now.

SALLY
Now get outta here. The hottie doctor's coming, I need to look vulnerable.

CUT TO:

54 INT. COMMUNITY CENTER - DAY 54

START CLOSE ON Tom Lone as he exclaims:

LONE
It's *wrong*...

ANOTHER ANGLE

REVEALS LONE sitting casually at a table, talking to a group of TEN-YEAR-OLD KIDS gathered on the floor in front of him, lounging on overstuffed pillows. CHILDREN'S ART hangs on the walls, many TOYS about -- this is clearly a refuge for the young.

Lone continues:

LONE
You can't just *take* something without paying for it. There's no such thing as a little bit against the law. It is or it isn't. Forget that? You're the bad guy.

KID #1
(interrupting)
Can I see your gun?

(CONTINUED)

54 CONTINUED: 54

LONE
(without missing a beat)
No. And we don't like bad guys, do we? We like --

KID #2
Is it loaded?

LONE
Yes. We like good guys. You know what makes somebody --

KID #3
Will you shoot it?

LONE
No. You know what makes somebody good?

KID #1
Can I shoot it?

Lone sighs. That's when he spots Patience in the back of the room, a takeout coffee cup in her hand. She's been watching and listening. Lone reacts, surprised, a little wary, too. Then:

LONE
Money doesn't make you good. Living in a big house doesn't make you good, either.

The kids think about this. Kid #2 raises his hand.

KID #2
But it would be okay if we did?

LONE
Yeah, it would. But no matter what? Being good is something you keep in your heart because you *choose* to put it there. Understand? You learn the difference between right and wrong. And you keep it there, too. I'm not saying it's easy. I'm not saying that some people don't choose to be bad. But I want something different for you. I want you to be the good guy.

(CONTINUED)

54 CONTINUED: (2) 54

Lone says it with quiet fervor, and absolute certainty. Patience is moved by what she sees and hears. More than she understands. Lone smiles at the kids. *
*

LONE
Now let's go shoot some hoops. *

The KIDS CHEER, run for the exit. PATIENCE approaches LONE. A beat, then:

PATIENCE
Hi. I called the station, they said you might be here...
(holds out cup)
You never got your coffee.

ON CUP

PATIENCE has decorated the CARDBOARD CUP with COLORED PENS, the word "SORRY" at the center of the design. LONE accepts the peace offering.

PATIENCE
Look, I'm sorry I was so... weird. It was just one of those crazy days. You ever have days like that?

LONE
Not exactly. But *this* day? It just got better. *

His evident good humor makes PATIENCE smile.

55 EXT. COMMUNITY CENTER - DAY 55

Expanses of concrete in this poor neighborhood, a sign reads "COMMUNITY CENTER." THE KIDS play basketball, LONE AND PATIENCE walk together nearby. He sips his coffee.

PATIENCE
I got to admit. You are a brave man, facing a mob like that. And no back-up. I always thought detectives came in twos.

LONE
I work alone. Most of the time.

PATIENCE
By choice?

(CONTINUED)

55 CONTINUED: 55

LONE
(rueful smile)
Yes. Their's.
(as she laughs)
I've had partners. Turns out I take my job a little too seriously.

PATIENCE
Sally always says that. She says I'm fun deficient.

LONE
I don't believe it -- heads up!

A BASKETBALL comes flying toward them -- LONE jumps for it, but PATIENCE jumps higher, snagging it in midair.

LONE
(surprised)
Nice.

PATIENCE bounces the ball experimentally.

PATIENCE
Haven't played since I was a kid.

LONE
Go ahead, take a shot.

PATIENCE
I was never any good...

LONE
That sounds like fear talking. Can't blame you. I wouldn't want to go up against me either...

CHEERED ON by the kids, Patience shoots him a look, dribbles onto the court, shifting from one hand to the other, batting at the ball in almost feline fashion -- she dribbles like a prodigy, not a pro. It's very odd, but impressive.

She sinks a shot by swatting the ball to the hoop, not shooting. Patience is stunned by her own skill. Kids CHEER.

LONE looks on admiringly, then puts his coffee aside and takes to the court himself.

LONE
One on one!

(CONTINUED)

55 CONTINUED: (2) 55

LONE and PATIENCE square off, the KIDS take the sidelines, enthusiastic spectators. They start out tentatively, careful of each other. But the game takes on an unmistakably sexual subtext as they feint and dodge, work up a sweat, squirm around each other.

LONE
Not bad... for a girl.

PATIENCE
Oh, you are so asking for it.

She plays so differently Lone is outmaneuvered. She POUNCES when the ball is free, JUMPS when it is unnecessary, SWATS the ball right back at him whenever he tries to shoot. Finally, she jumps and swats one of Lone's own shots into the basket and LANDS atop the amazed Lone. They tumble to the ground together.

LONE and PATIENCE side by side on the ground, perspiring, breathing hard -- they look at each other, there's considerable erotic tension.

KID #1 (O.S.)
Can we have our ball back?

Lone and Patience look up to see several kids staring down at them. They rise, laughing and a little embarrassed.

56 INT. PATIENCE'S APARTMENT - NIGHT 56

PATIENCE tosses and turns in bed. LOUD MUSIC from the same party apartment across the way. She GROANS, rises wearily, and crosses to the window. *

Patience opens it, looks to the window opposite. The latest party is visible inside. This time Patience SHOUTS with surprising force: *

PATIENCE *
Keep it down over there!!! *

A beat. The ROCKER HOST sticks his head out an open window. *

HOST *
What? *

(CONTINUED)

56 CONTINUED: 56

PATIENCE
(back to polite)
I was hoping you could turn the music down just a little?

HOST
Oh, sure. No problem. I'll turn it down. *When you get a life.*

He sneers, turns back to the party. A beat. And the MUSIC plays even LOUDER than before. HOLD ON Patience. Her expression changes from anger to something else. Maybe getting a new life isn't such a bad idea after all. Then, quietly, as if to agree:

PATIENCE
Okay.

57 OMITTED 57

58 INT. PATIENCE'S APARTMENT - NIGHT 58

AT HER CLOSET, PATIENCE glances at and discards one outfit after another, annoyed. Nothing works. Except...

She takes down a gift box. The box says "Open in case of dating emergency, From Sally and Lance" in large, loopy letters. She opens it.

Inside is a LEATHER OUTFIT, tight pants and a jacket and boots. Nice. The box had been opened, but the price tag is still on the clothes, she RIPS IT OFF with her teeth.

PATIENCE grabs SCISSORS, STAINS and ART SUPPLIES from shelves near her drawing table.

59 INT. PATIENCE'S APARTMENT - BATHROOM - NIGHT 59

IN THE MIRROR, PATIENCE ATTACKS HER HAIR with a pair of SCISSORS -- locks fall right and left.

She works COLORED STAINS through her newly SPIKED HAIR.

DARK KOHL STICK highlights her eyes in the Ancient Egyptian fashion.

She chooses a strong grease paint color for her lips.

60 EXT. PATIENCE'S BUILDING - FIRE ESCAPE - NIGHT 60

PATIENCE makes a spectacular LEAP to the courtyard below. She lands with impossible grace, then steps through the dark toward... the ROCKER HOST'S beautiful MOTORCYCLE. The MUSIC still THUMPS from above. *

61 OMITTED 61 *

61A EXT. STREETS - CONTINUOUS ACTION 61A

The MOTORCYCLE jumps out onto the street, SKIDS sideways and takes off like a rocket.

Patience drives recklessly but skillfully through the traffic, testing its limits, laughing, having fun -- a cat with a shiny new toy, allowing herself to be Catwoman. *

62 EXT. JEWELRY STORE - NIGHT 62

The MOTORCYCLE SKIDS to a stop in front of the store Patience and Sally passed earlier. Catwoman kicks down the kickstand.

She sees a flash of light, amplified sound of GLASS BREAKING -- she cocks her head, intrigued.

CATWOMAN
Hey, no fair, that was my idea.

63 INT. JEWELRY STORE - NIGHT 63

THIEF #1 methodically BREAKS DISPLAY CASES using a HANDGUN. He snatches the contents -- necklaces, etc.

The CAMERA PANS THROUGH the jewelry store, dimly lit with a high ROW OF FAIRY LIGHTS TO the second floor where THIEF #2 hovers above a GLASS DISPLAY CASE.

The CAMERA CONTINUES TO PAN TO THIEF #3. CLOSE IN ON him trying to open a LOCKED STEEL CASE OF DRAWERS with a BLOWTORCH and TOOLS. CATWOMAN creeps lightly in behind him, and gently blows into his ear. He turns... but there's nobody there.

CLOSE IN ON a BAG being filled with jewels by THIEF #2. A moment later Catwoman's gloved hand reaches INTO FRAME and snatches up the BLACK JERSEY FABRIC (which will become her mask) underneath the bag of jewels, sliding the bag across the counter.

63 CONTINUED: 63

THIEF #2 senses the movement and turns his head but all he sees is THIEF #3 still working on the STEEL CASE.

ON the first floor THIEF #1 continues to work emptying the display case. Catwoman emerges behind him.

CATWOMAN (O.S.)
(barely a whisper)
Amateurs.

He freezes. Then resumes. As the thief moves CATWOMAN moves with him, looking over his shoulder, close enough to touch but unseen. Each time he turns his head, she has slunk out of his view -- her timing is impeccable. He stops again when he hears:

CATWOMAN
(again, a whisper)
Idiot. Look behind you.

He whirls around, his GUN pointed, but CATWOMAN has disappeared.

Back to work, GUN still in his hand THIEF #1 pulls out a case, revealing a diamond CLAW NECKLACE. Lifting the case, he looks around and when he turns back, the CLAW NECKLACE is gone.

He looks to THIEF #2 who is across the room walking down the stairs. Catwoman now WEARING THE CLAW NECKLACE appears beside THIEF #2. She gives THIEF #1 a wave, he draws his gun. THIEF #2 thinks he's drawing at him, and draws HIS GUN. Catwoman is gone.

THIEF #2
What the hell are you doing?

Thief #3 is descending the staircase:

THIEF #3
There's somebody --

THIEF #2
What?

All three turn as Catwoman speaks from atop the mezzanine:

CATWOMAN
You boys think you can just barge in here and take all these beautiful things that don't belong to you...?

(CONTINUED)

63 CONTINUED: (2) 63

Thieves #2 and #3 cock shotguns. Thief #1 raises his HANDGUN.

CLOSE ON CATWOMAN'S EYES

CATWOMAN
What a purrfect idea.

BACK TO SCENE

A SPRAY OF PLASTER -- Catwoman vaults down as THEY FIRE. They FIRE after her but she is too quick. Thief #2 pumps his GUN, looks around frantically but she has disappeared.

THIEF #2
What the hell was that?!

Catwoman springs from behind a DISPLAY CASE, gives Thief #2 a kick in the head which sends him flying into Thief #3.

Catwoman scampers up a post, banking from wall to wall as Thief #1 tries to get a beat on her, his handgun poised. She lands on a display case and Thief #1 FIRES his HANDGUN again, Catwoman leaps above the racing bullet and grabs:

The STRING OF FAIRY LIGHTS and yanks it off the molding, somersaulting in the air. She cracks the string of lights at Thief #1. His gun flies and the bulbs pop one by one -- She dropkicks him.

Catwoman confronts Thief #2 and #3 as they rise. She delivers a series of Capoeira style kicks as the 3 thieves circle around her.

She kicks Thief #2's legs out from underneath him, flips and immediately delivers another kick to his head. He drops to the ground and she pounces on top of him, hands poised to scratch his face.

Thief #3 tries to attack from behind and Catwoman flips, delivering a kick to the chest, knocking the wind out of him as he crashes to the floor SURFING HIS BODY across the room.

Thief #1 rising, spots his gun, Patience anticipates his move and slides though his legs reaching the gun before he does. She knocks him out cold. Catwoman pauses to regard the wreckage with a satisfied expression. She HEARS SIRENS coming CLOSER. Then: *

(CONTINUED)

63 CONTINUED: (3) 63

CATWOMAN
You boys are more fun than a ball of yarn. Gotta go. *

CATWOMAN swiftly gathers up the fallen jewels, sweeping them into a SWAG BAG. With lightning speed, she vanishes out the JIMMIED DOOR in back.

64 EXT. JEWELRY STORE ALLEY - NIGHT 64

PATIENCE bounds out the exit, leaps atop BOXES, onto a window A/C UNIT, which totters with her weight, just as --

A SQUAD CAR SCREECHES to a halt -- UNIFORM COPS rush out, catch a fleeting glimpse of PATIENCE as --

-- she SPRINGS to the rooftop -- the force of her leap knocks the A/C free of the window, the COPS dive out of the way as it CRASHES to the ground.

65 EXT. ROOFTOPS/CITY STREETS - NIGHT 65

PATIENCE, silhouetted against the sky, is having a great time, leaping from building to building, scrambling across rooftops. POLICE SIRENS recede in the distance. CAMERA PANS AWAY FROM Patience and looks OVER the city rooftops TOWARD the Hedare Building. CAMERA MOVES CLOSER TO the building and then SWOOPS INTO a window as -- NIGHT BECOMES DAY.

66 INT. HEDARE BUILDING - LOBBY - DAY 66

LAUREL, in crisp business attire, steps out of the parking elevators, crosses toward another bank. WORKERS on SCAFFOLDING, whom we hear throughout scene. Laurel barely registers her surroundings until she sees something that causes her to stop in her tracks.

WORKERS are covering her IMAGE over with a new GRAPHIC: the face of... DRINA.

LAUREL'S IMAGE is coming down everywhere, while DRINA'S FACE is going up instead.

Laurel stands and watches, her expression expressively neutral. She takes a deep breath.

GEORGE approaches Laurel from behind.

(CONTINUED)

66 CONTINUED: 66

GEORGE
Don't be sad, darling. No one can defeat Father Time.

He reaches over and runs his finger over the skin around her eyes. She flinches.

GEORGE
Though you put up a hell of a fight. Beau-line works wonders, doesn't it?

LAUREL
(a little loaded)
Yes it does.

GEORGE
I have a busy day. Drinks, then dinner. Don't wait up.

LAUREL
I stopped waiting a long time ago, George.

George ignores the barb, smiles, and starts to leave. Then he turns back, irritated by what he remembers:

GEORGE
Oh, and lunch tomorrow? Cancel it, too.

LAUREL
(sensing his tone)
Problems?

GEORGE
Oh, I doubt it. But Slavicky won't stop calling. Scientists are worse than models. You have to coddle them like children. I'll have Wesley reschedule.

Laurel just nods, distracted, as George walks away. Finally she looks up to see a PLASMA SCREEN with her picture suddenly go blank. Her expression hardens.

CUT TO:

67 INT. PATIENCE'S APARTMENT - DAY 67

TRACK OVER the stolen JEWELS, scattered across the floor, till we FIND PATIENCE, lying at the foot of her bed.

(CONTINUED)

67 CONTINUED: 67

She yawns and stretches like a cat. She still wears the leather outfit, the JERSEY MASK askew atop her head. She jerks uncomfortably, pulls --

-- a BROOCH with a sharp clasp out from underneath her. She takes in the jewels on the floor, her expression increasingly horrified as the memory of the night before returns. She yanks the mask off her head and tosses it aside.

CLOSE

as PATIENCE SWEEPS THE JEWELS into a PAPER BAG. She picks up the CLAW NECKLACE, biting her lip. She drapes it across her throat for a moment...

Then she dangles it over the bag, above an OPEN DRAWER. Then she moves the necklace just a couple of inches, and drops it.

It falls past the bag and into the drawer. With a slightly guilty expression, she shuts the drawer with her hip.

68 INT. JEWELRY STORE - CLOSE ON A PHOTO - DAY 68

of the CLAWED NECKLACE. We hear the voice of a JEWELER over:

JEWELER (O.S.)
It's one-of-a-kind, from Egypt. Lucky I got insurance.

WIDER - THE JEWELER

is going through a PHOTO ALBUM of his inventory, pointing out missing pieces to TOM LONE, who's studying the photos and taking notes. A FORENSICS TEAM dusts for prints, etc. in the back of the store.

JEWELER
This... and this... that's a very nice piece, also gone...

He hears a TINKLE at the front door.

JEWELER
Closed!

(CONTINUED)

68 CONTINUED: 68

THE DOOR CLOSES immediately. IN THE CORNER, A FEMALE FORENSIC TECH dusts BOOT PRINTS with five toe prints sticking out. She studies the tracks. Under breath:

FEMALE FORENSIC TECH
Weird.

LONE
What?

She wasn't talking to him, looks up.

FEMALE FORENSIC TECH
The boot prints. The front of the sole is missing, so the toes stick out. Like paws. Paws in stiletto heels.

Lone looks. Shakes his head. Refers to his notebook.

LONE
So... unarmed female, working alone...

One of the FORENSICS COPS moves past him, seeing something.

LONE
... wearing freaky makeup, and some kind of leather suit. Beats the perps senseless, and then she ... purrs.

FEMALE FORENSIC TECH
She purred?

LONE
Anybody else want to take this one?

All the cops shake their heads "Hell, no." Lone sighs.

FORENSICS COP
(beat)
Yo, Tom, check this out.

LONE moves toward the FORENSICS COP, now at the front door, the man wears RUBBER GLOVES, indicating --

-- a white BOX and, on top of it, the PAPER BAG. The word "SORRY" is written on the bag. The Forensics Cop carefully opens the bag to reveal --

(CONTINUED)

68 CONTINUED: (2) 68

-- the stolen JEWELS.

THE JEWELER looks over their shoulders, GASPS. Tom throws open the door and steps to the sidewalk. He looks left and right. Nobody in sight. Tom turns back to the door.

The Forensics Cop lifts the lid of the box with a pen, peeks in. Lone looks at him inquiringly.

FORENSICS COP
(beat)
Cupcakes.

OFF of Lone's expression...

69 EXT. OPHELIA'S HOME - DAY 69

PATIENCE bounds up the porch steps, knocks frantically at the door, looking anxious. It opens. Patience looks up at Ophelia with pleading eyes.

Nobody speaks. Ophelia stares at her for a beat, then opens the door wider, PATIENCE comes inside.

70 INT. OPHELIA'S HOME - LIVING ROOM - DAY 70

PATIENCE paces the room, very upset, unconsciously stepping onto and off of coffee tables, the couch, etc. OPHELIA watches her cat-like behavior, fascinated. So do the cats. Patience is falling apart and it shows.

PATIENCE
I couldn't *stop*. It was like I was watching myself, but I *was* myself, or I was something else. I don't know why I did it --
(anxious)
But I took them back. I did.

She looks at Ophelia who raises her eyebrows. Patience blushes and falters... *

PATIENCE
... mostly.

OPHELIA
I'm sure they appreciate that. Mostly.

(CONTINUED)

70 CONTINUED: 70

PATIENCE
(pleading)
Please. What's wrong with me?

OPHELIA
That's my favorite table.

Patience suddenly notices she's standing atop a table, she steps down gingerly, embarrassed.

OPHELIA
(suddenly)
Do you like books?

OPHELIA is already moving O.S. as she talks.

71 INT. OPHELIA'S HOME - LIBRARY - CLOSE - CLOSED BOOK - DAY 71

The cover -- Bast by Ophelia Powers.

CLOSE - OPHELIA'S HAND

opens the book to reveal a DRAWING of an EGYPTIAN TEMPLE, a huge golden statue of a CAT in the center. We hear OPHELIA OVER:

OPHELIA (O.S.)
Bast is the daughter of the Egyptian Sun God, Ra.

MIDNIGHT LEAPS onto the page, looking up INTO CAMERA -- he bears a strong resemblance to the golden cat drawing.

WIDER - OPHELIA AND PATIENCE

are standing on a balcony in a two-story library, looking down on this heavy tome. The room lined with books and ETHNIC MASKS. Ophelia gently moves Midnight aside and turns the page.

OPHELIA
She is the protector and the avenger. She is an inspiration to women.

Patience purposefully closes the book.

(CONTINUED)

71 CONTINUED: 71

PATIENCE
Look, I just want whatever is going on to *stop.*

OPHELIA
Western culture has never truly accepted female empowerment. That's why they burn her at the stake. Or deny her tenure -- guess I got off easy.

Patience steps toward her, driving Ophelia back.

PATIENCE
(desperate)
Please --

OPHELIA
Docile, yet aggressive. Nurturing, yet ferocious. Duality is the very nature of Bast. And women.

Patience crowds her, frustrated.

PATIENCE
Stop it! Stop! I need your help! What *happened* to me!

OPHELIA
(blinking)
The Priestesses of Bast were ritually murdered.

Patience's aggression pushes Ophelia back another step.

PATIENCE
I don't have anything to do with that!

OPHELIA
Yes. You. Do.
(softly repeats)
Patience. The priestesses were *murdered.*

Patience has backed Ophelia against the balcony railing.

Patience howls. Ophelia grabs hold of her arms, spins her around, forces her back against the railing. Ophelia now replies in kind:

(CONTINUED)

71 CONTINUED: (2) 71

OPHELIA
Don't you see? They *died*! *You died!* *

Ophelia's words finally penetrate.

PATIENCE
Died...?

MEMORY FLASH

of water... drowning...

BACK TO SCENE (PRESENT)

OPHELIA
Yes! But you were brought back to life. Resurrected! *

PATIENCE
I don't --

OPHELIA
By the daughter of Ra, the protector and avenger, by the goddess Bast! By Midnight! *

A horrible look of dread comes over Patience's face. She turns her head to see MIDNIGHT staring right at her, eyes full of mysterious cat wisdom. Her eyes widen. And then...

Ophelia SHOVES Patience completely off the balcony, hard.

Patience falls, lands on her feet in an attacking crouch, her scream transforming into an inhuman SNARL of outrage.

She looks up at Ophelia, fire in her eyes. Ophelia stands at the balcony rail, and she calls out:

OPHELIA
You are a *catwoman*. And not the first. *

Patience's demeanor changes, the outrage flees. She sits, on her hands and knees, stunned by what Ophelia is saying.

OPHELIA
(motions)
Look! On the table, beside you.

(CONTINUED)

71 CONTINUED: (3) 71

Patience looks over. On a table are pages, some old parchment, some glossy photos. Still on her hands and knees, Patience looks at them. Ophelia steps to the stairs that lead down to the ground floor. She passes a wall of ETHNIC MASKS. Ophelia reaches for the most DRAMATIC MASK among them.

OPHELIA (O.S.)
Feligy. From the Latin felos, cat, and the Greek gynos, woman.

CLOSE

We GLIMPSE a watercolor image of an ASIAN CATWOMAN, a drawing of a (very different) CAT MASK, a blurry SURVEILLANCE PHOTO of SELENA KYLE (from Batman Returns).

PATIENCE
(utterly stunned)
You're saying... that I *died*...
I died and turned into...

OPHELIA
A fractured, fragmented young woman died, yes, and was returned whole!

That strikes a chord. Ophelia calls out to Patience as she moves down the stairs.

OPHELIA
There is no longer any separation between the truth of *who* you are and *what* you are.

Patience speaks quietly. As if to come to terms with all that she is feeling. All that she has become.

PATIENCE
I died. I was reborn.

Patience slowly looks at herself as if for the first time. She clenches her fingers, stretches her arms, feeling it. She looks up. Ophelia is now before her, holding the dramatic mask.

PATIENCE
But what do I do now?

(CONTINUED)

71 CONTINUED: (4) 71

OPHELIA
I can't tell you. That, my dear, *
is a choice only you can make. *
And you must make it alone. *

Ophelia holds out the ethnic mask to Patience. A beat. *
Patience takes the mask into her hands. *

72 INT. PATIENCE'S APARTMENT - CLOSE ON THE NECKLACE - EVENING 72

as PATIENCE violently pulls it apart and the diamond-tipped CLAWS fly off --

CLOSE as a CLAW punches through the FINGERTIP of a GLOVE.

73 MEMORY FLASH 73

-- Being chased at the factory.

SCISSORS ATTACK THE ETHNIC MASK.

-- creating a new design.

74 CLOSE ON THE LEATHER PANTS 74

clinging to Patience's legs -- her CLAWED GLOVE tears HOLES across it for greater freedom of movement. They tear off the TOES of her BOOTS.

75 MEMORY FLASH 75

DROWNING...

76 CLOSE 76

AS THE CLAW RIPS THE SLEEVES FREE.

CLOSE ON THE DRAFTING TABLE

A rough LAYOUT for the HEDARE LOGO. CATWOMAN'S SHADOW LOOMS across the image -- we make out points of ears, claws, a dramatic SILHOUETTE.

77 MEMORY FLASH 77

-- Waking up in the grass with Midnight breathing into her...

78 FLASH 78

on Hedare factory, then...

79 CLOSER - THE HEDARE LOGO 79

-- HER CLAWS rip across the paper, leaving FIVE JAGGED TEARS.

79A EXT. ROOFTOP - NIGHT 79A

The skyline of a rooftop, a bright moon behind it. A shadowy figure slowly appears atop it, framed in the moonlight.

CAMERA ZOOMS IN SLOWLY to give us our first good look at CATWOMAN in all her glory. Leather PANTS cut in the pattern of the Mau's fur, revealing plenty of skin.

The TOP has been converted to a halter, the cut SLEEVES she wears over her forearms, the diamond-tipped CLAWS protrude from her gloves. A couple of BELTS are worn like bandoliers across her torso.

She still wears the JERSEY DOO-RAG, but now the refashioned ETHNIC MASK extends between her eyes, with leather ears. She cuts an amazing figure.

She looks across at a nearby rooftop and... leaps.

79B EXT. ROOFTOPS - NIGHT 79B

Catwoman is scampering on the rooftops, making her way across town in the dark of night.

80 EXT. INDUSTRIAL WATERFRONT - NIGHT 80

Catwoman nears the factory when her head suddenly cocks, all her senses alert. She slowly turns her head to see, far away...

The GLOW of a CIGARETTE being flicked away. From the shadows, ARMANDO emerges and crosses to a limo.

ZOOM IN ON Catwoman's face, now masked. She is looking down, watching Armando intently.

81 FLASHBACK - INT. HEDARE FACTORY - STORAGE ROOM - PATIENCE'S POV - NIGHT 81

SLOW MOTION -- ARMANDO FIRING A GUN at Patience --

82 EXT. INDUSTRIAL WATERFRONT - NIGHT (BACK TO PRESENT) 82

CLOSE IN ON CATWOMAN gritting her teeth, narrowing her eyes.

(OVER) The LIMO STARTING UP and pulling away.

Catwoman's head jumps up and disappears as she leaps.

82A EXT. ROOFTOPS - NIGHT 82A

Catwoman is again scampering on the rooftops, making her way across town, this time following the limo.

83 EXT. NIGHTCLUB - CATWOMAN'S POV - NIGHT 83

ARMANDO, approaching a CROWD outside a NIGHTCLUB, a long line waiting outside a VELVET ROPE.

He proceeds to the front of the line, where the BOUNCER, a large man in a WATCH CAP with a CLIPBOARD, unlatches the rope.

Armando nods, slips inside.

84 INT. NIGHTCLUB - NIGHT 84

THROBBING TECHNO MUSIC. WIDEN, the place is lit by colorful swinging SPOTS and occasional bursts of STROBE LIGHT, many MIRRORS. MALE and FEMALE DANCERS gyrate on raised STAGES.

AT A BAR, a BARTENDER brings ARMANDO a beer, he produces a 100 DOLLAR BILL.

ARMANDO
I've been here all night. Right?

BARTENDER
(taking the bill)
Absolutely.

ARMANDO
Keep the change.

Armando moves into the crowd. A beat. The Bartender looks O.S., and reacts. With interest, even amazement.

BARTENDER
What can I do... for you?

(CONTINUED)

84 CONTINUED: 84

ANOTHER ANGLE

REVEALS Catwoman at the bar, swaying almost imperceptibly to the music.

CATWOMAN
White Russian, no ice, hold the vodka and Kahlua.

The Bartender blinks, moves to fill the order. The guy next to her -- call him RANDY -- moves closer.

RANDY
I'm buying.

CATWOMAN
Suit yourself.

His girlfriend -- SANDY -- approaches, colorful martini in hand, doesn't like the way her boyfriend is eying this chick.

SANDY
Earth to slut -- he's taken.

CATWOMAN
(not looking at her)
Slut to bimbo -- you can have him.

The Bartender produces a SHOT-GLASS of white fluid.

BARTENDER
Cream, straight up.

CATWOMAN knocks back her drink, licks white residue from her lips and sees --

ARMANDO, taking a seat by a STAGE, where DANCERS gyrate.

CATWOMAN starts moving off, Randy reaches after her, his hand brushing her butt.

RANDY
Hey!

She spins with a HISS and opens both hands, claws out and in his face.

CATWOMAN
Not for touching.

He backs off fast and Catwoman moves on.

(CONTINUED)

84 CONTINUED: (2) 84

As she crosses the DANCE FLOOR, her movements pick up the beat, she begins to dance -- uninhibited, sensuous, with increasing abandon. STROBE LIGHTS and MIRRORS capture her lithe, gyrating form. But her expression remains grim, she's still focused on Armando.

NEARBY MEN cluster around, abandoning their own PARTNERS, moths to a flame. CATWOMAN pays them no mind, she could be all alone here.

She LEAPS above the fray, onto the raised platform joining a DANCER dressed, not in costume, but suggesting a dominatrix. She and the dancer appraise each other's outfits. The dancer is seriously outclassed. Catwoman spies a COILED BULLWHIP on her belt.

CATWOMAN
(covetous)
Kitty want whip now.

She snatches it, CRACKS it a few times, the crowd loves it.

CATWOMAN'S DANCE combines feline grace with astonishing gymnastic moves. She gets down on all fours, SCRATCHES a CENTER POLE -- then uses the whip to swing around it, finally climbing it like a cat on a tree and hanging upside-down. She's positioned herself so that she's very close to --

-- ARMANDO, who's getting into this, all the more when he realizes her eyes are locked on him. She moves across the stage, coming on to him, her body impossibly flexible. She CRACKS the whip, missing him by inches -- he starts, then she smiles and gently wraps the whip around his throat, and --

-- pulls him up on stage. ARMANDO is surprised as CATWOMAN dances him back toward a BACKSTAGE AREA. She runs her body close to his, a lascivious look -- which suddenly turns icy.

CATWOMAN swiftly yanks him through an EXIT --

85 EXT. NIGHTCLUB - ALLEY - NIGHT 85

A SIDE DOOR flies open as ARMANDO flies through it, landing on his ass. CATWOMAN springs out, lands hard on his chest.

CATWOMAN
Ouch. That felt *good*.

85 CONTINUED: 85

ARMANDO shoves her off him, fumbles in his coat for his gun. His expression becomes worried --

CATWOMAN
You lost. I found.

She produces the weapon from behind her, holding it by the BARREL -- then she tosses it into a TRASHCAN.

ARMANDO moves for the gun, CATWOMAN snaps the whip around his throat -- pulls him close as if in a tango -- then spins him across the alley like a top. He SLAMS HARD against the wall.

CATWOMAN
Do you know me?

ARMANDO gets up for more, but CATWOMAN nails him with a well-placed KICK or two. He hits the ground hard, facedown.

CATWOMAN
I know you.

CATWOMAN puts a knee between his shoulder blades, pulls his head back by the hair.

ARMANDO
What do you want?!

CATWOMAN punctuates her speech by SLAMMING HIS HEAD on the pavement repeatedly.

CATWOMAN
The other night you killed somebody.
(SLAM)
She was -- a good person. She was a friend of mine.
(SLAM)
Why?

ARMANDO shakes his head desperately, won't say anything. She grabs his TONGUE between two CLAWS.

CATWOMAN
Cat got your tongue?

She pulls him to his feet, still holding his tongue -- he makes desperate GARGLING NOISES.

CATWOMAN
Bet you saw that one coming.

(CONTINUED)

85 CONTINUED: (2) 85

She gives him a KNEE in the gut. Armando CHOKES. She releases him, he collapses on the ground, one hand over his mouth, the other clutching his stomach. Catwoman looks at him like a used-up ball of yarn:

CATWOMAN
This'd be a lot more fun if you'd play along. I'm going to ask you nicely. One more time.

She straddles his head, CLAWS OUT, inches from his eyes.

CATWOMAN
... Then I'm going to stop acting like a lady.

ARMANDO
(a gargled voice)
I just do what I'm told!

CATWOMAN
(threat)
Not for much longer.

THE CLAWS are closer now. ARMANDO closes his eyes.

ARMANDO
I don't even know your friend! They just told me to flush the pipes. That's all. I didn't *know* --

MOVE IN ON CATWOMAN'S FACE --

86 FLASHBACK - INT. HEDARE FACTORY - PIPE - PATIENCE'S POV - NIGHT (SLOW MOTION) 86

A TIDAL WAVE OF WATER rushes AT CAMERA --

87 EXT. NIGHTCLUB - ALLEY - NIGHT (BACK TO PRESENT) 87

CATWOMAN
(almost inhuman)
Why?

ARMANDO
Maybe she heard something she wasn't supposed to hear!

CATWOMAN
Yes, but *what*?

(CONTINUED)

87 CONTINUED: 87

ARMANDO
I don't know! Beau-line! There's something wrong with Beau-line!

Catwoman takes this in -- it makes sense.

CATWOMAN
And Hedare is covering it up.

Armando nods frantically. CATWOMAN pulls back, disgusted.

CATWOMAN
Well ain't that a kick in the head.

With that, she KICKS ARMANDO in the head -- he's out cold.

87A & 88 OMITTED 87A & 88 *

88A EXT. HEDARE FACTORY - ROOF - MOMENTS LATER 88A

An open skylight as Catwoman drops down out of sight.

89 OMITTED 89

90 INT. HEDARE FACTORY - CORRIDOR - NIGHT 90

CATWOMAN moves quickly, sure of herself. She passes the door into R&D -- and pauses, breathing hard, remembering. She takes a few steps back, hesitates before the door -- *

-- then THROWS IT OPEN.

91 INT. HEDARE FACTORY - R&D LAB - NIGHT 91

CATWOMAN takes a step inside and freezes.

THE PLACE IS TRASHED. PAPERS are SCATTERED, LAB EQUIPMENT SMASHED, COMPUTERS OVERTURNED.

MEMORY FLASH - SAME LOCATION - VIDEO SCREEN

The images of the WOMAN'S FACE DECAYING. Then...

(CONTINUED)

91 CONTINUED: 91

AROUND THE CORNER (PRESENT)

She sees --

-- A BODY. It's DR. SLAVICKY, the scientist who was making the presentation. He lies on his back in a pool of blood, shot repeatedly in the chest. *

She crosses to the body. Then...

Catwoman's head jerks up, cocks, catlike at an unheard sound, alert, tensed. Nothing. Finally... *

SIRENS IN the DISTANCE, GROWING CLOSER. Her eyes narrow.

An ELDERLY JANITOR enters the room and stares at the scene in shock -- Catwoman, still crouched over the body.

She stares at him, trapped. He backs away, frightened.

JANITOR
Please...

She runs right at him. He shrinks against the wall...

But she runs right past him, through the open door.

92 & 93 OMITTED 92 & 93

94 HEDARE FACTORY - NIGHT 94

POLICE SIRENS and FLASHING RED LIGHTS approach as CATWOMAN hurries into the night.

95 INT. HOSPITAL - SALLY'S ROOM - CLOSE ON TV - DAY 95

A FILE SHOT of DR. SLAVICKY. A FIELD REPORTER stands in front of the factory, emergency vehicles and police tape in the b.g. *

FIELD REPORTER (V.O.)
Dr. Ivan Slavicky, head of research and development at Hedare Beauty, was found dead at the scene. *

(CONTINUED)

95 CONTINUED: 95

REVERSE ANGLE - SALLY

watches with interest, stirring at ugly HOSPITAL FOOD on a tray. She looks over at --

-- PATIENCE, as she enters with a small OVERNIGHT BAG. She carries herself differently now, seems forceful, comfortable in her skin. Her clothes are more stylish, confident. Sally can't believe it.

SALLY
First: *wow*. You look amazing. Second, this guy is *really* good for you, obviously. Bet you're glad I pushed you into it. Props to Sally, right?

PATIENCE
(smiles)
Props to Sally. Are you going to be okay?

SALLY
They still don't know what it is. So in the interests of hospital policy they're releasing me anyway. I *do* feel better. Maybe I should lay off the chocolate and Cosmos more often.
(points at TV)
Check this out. Some crazy chick in a cat suit murdered Slavicky last night.

Patience freezes, looks warily at the TV --

ON TV -- a POLICE ARTIST'S SKETCH of CATWOMAN. She looks very dramatic, and quite a bit meaner than the one we know. Patience blanches, like looking at a bad photo of herself.

ON TV -- FOOTAGE switches to GEORGE HEDARE, addressing reporters.

GEORGE (V.O.)
Mark my words. The actions of this lunatic will not keep Beau-Line off the shelves. We will launch next week, as scheduled. Because we owe it to the women of this country. Because we owe it to the memory of our fallen colleague.

(CONTINUED)

95 CONTINUED: (2) 95

SALLY
What a phony.

Patience's eyes narrow in anger as she watches George.

Sally's frowning at a nearly empty CONTAINER OF BEAU-LINE she has pulled out of the bag.

SALLY
Damn, I'm almost out.

PATIENCE takes it from her, staring at the label.

PATIENCE
Sal, how long have you been having those headaches?

SALLY
A few months.

PATIENCE
Do me a favor: stop using this.

SALLY
Why?

Patience looks back at the bottle of Beau-line. Reads the slogan.

PATIENCE
'To Be More.'

Patience moves to a TRASH CONTAINER with an orange "BIOHAZARD" symbol, hurls it inside and SLAMS THE LID.

PATIENCE
You're enough.

95A INT. HEDARE MANSION - BATHROOM - DAY 95A

Bottles and bottles of Beau-line on the marble counter of this elegant master bathroom.

Laurel is staring into a MAGNIFYING MIRROR. Running her fingers across her face. She sets it down and looks in the big mirror, just staring...

She slowly reaches for a jar of Beau-line and takes its entire contents onto her palm and starts slathering it on. All over. Almost manically.

Then she reaches for another jar...

96 INT. POLICE STATION - BULLPEN - DAY 96 *

Lone is sitting at his desk, staring into space. The EVIDENCE BAG on the desk in front of him. A DETECTIVE walks up, drops a FILE to his desk. Lone barely registers it.

DETECTIVE
Uh, Tom? Slavicky homicide. *
Maybe you want to take a look?

LONE
(beat)
Sorry. Just thinking.

DETECTIVE
Nasty habit.

LONE
(more to himself)
I met somebody.

DETECTIVE
Like, a girl?

LONE
Yeah. Would your wife crawl out on the ledge of a building to rescue a stray cat?

DETECTIVE
Maybe if the cat was carrying a pizza.

LONE
(dry)
Thanks, Bob.

As he speaks, his eyes fall on --

-- the CARDBOARD COFFEE CUP Patience gave him, the word "SORRY," written on it. It's in a corner of his desk beside a BASKETBALL TROPHY, a PHOTO of his PARENTS.

Lone SMILES, then looks at --

-- the EVIDENCE BAG. Through the plastic, we see the word "SORRY" on the PAPER BAG, in a not dissimilar hand.

Lone blinks, considers this a moment, then shakes his head -- nah, ridiculous. He returns to his paperwork. But soon he looks at it again...

97 INT. POLICE STATION - FORENSICS LAB - DAY 97

TWO IMAGES of the word "SORRY -- " one from Patience's CUP, the other from the PAPER BAG -- are projected on a SCREEN. A LASER POINTER drifts over the two words.

LONE
Were they written by the same person?

REVERSE ANGLE - LONE

is with a GRAPHOLOGIST, who wields the pointer in this busy forensics lab, a variety of equipment, EXAMINERS at work in b.g.

GRAPHOLOGIST
There is similarity. The shape of the 'S,' the loop on the 'Y.' But this first one --

He's pointing at the coffee cup image.

GRAPHOLOGIST
The broad spacing of the letters... indicative of loneliness. The 'O' is... reaching out, insecure -- the handwriting of a people pleaser.

The Graphologist turns his attention to the "Sorry" from the jewelry store.

GRAPHOLOGIST
Now, look at the harsh stroke of the 'Rs' here -- very self-confident... almost angry. The 'O'... this one doesn't play by the rules.

LONE
(relieved)
So they're different people.

GRAPHOLOGIST
(shrugs)
Very. It's not an exact science. But put *these* two women in the same room? You've got yourself one hell of a party.

He flips off the PROJECTOR, gathers some papers.

(CONTINUED)

97 CONTINUED: 97

GRAPHOLOGIST
Got a big weekend planned, Tom?

LONE
I do now.

CARNIVAL SOUNDS UP and --

98 EXT. COMMUNITY CENTER - STREET FAIR - DAY 98

BANG! A BALLOON POPS atop a PLASTIC CAT HEAD, as WATER SPRAYS into its mouth. A BELL RINGS.

WIDER - LONE

looks at PATIENCE, impressed, as they put down their WATER GUNS and a BARKER hands her a STUFFED ANIMAL -- she carries SEVERAL OTHERS. A group of KIDS hovers nearby, watching admiringly. (We recognize them from the day of the basketball game.)

LONE
Aren't you supposed to let me win?

PATIENCE
I'm not that kind of girl.

LONE
(suggestively)
What kind of girl is that?

PATIENCE
(smiling)
A loser.

She TOSSES the STUFFED ANIMALS casually over her shoulder to the waiting kids, who snag them excitedly and run off.

We're at a MOBILE CARNIVAL -- OPEN TRAILERS featuring games of skill, a FERRIS WHEEL and a few RIDES on the backs of TRUCKS, POPCORN, COTTON CANDY, etc. It's been erected in the parking area and basketball courts of the community center. A BANNER proclaims this the "COMMUNITY CENTER BENEFIT FAIR."

99 A BASEBALL 99

thrown at great velocity knocks off two out of three METAL MILK BOTTLES from A PYRAMID.

(CONTINUED)

99 CONTINUED: 99

PATIENCE threw it.

LONE
Nice heater.
(beat)
Can I ask you a question?

PATIENCE
Who did my hair?

LONE
(smiles)
I like it.
(hands her another ball)
You worked for Hedare. Anybody have a grudge against the company?

PATIENCE, about to throw again, is jolted by the question, and the BALL MISSES the bottles entirely.

PATIENCE
(cautious)
George Hedare isn't the nicest man in the world.

LONE
Somebody was murdered at his factory last night.

Patience is addled and her THIRD THROW goes wild, BARKER #2 DUCKS.

LONE
Aw. Walked him.

PATIENCE
(to Barker)
Sorry!
(to Lone)
He has a lot of enemies. He *fired* me.

LONE
I heard.

Patience looks up at him, surprised, then plays coy.

PATIENCE
Am I a suspect, Detective?

Lone winds up, THROWS -- and KNOCKS OVER a pyramid.

(CONTINUED)

99 CONTINUED: (2) 99

BARKER #2
Winner!

Patience smiles at Lone's victory and turns to find him staring at her, serious but gentle.

LONE
No.

The Barker holds out a small GLASS BOWL with a GOLDFISH in it, but Lone waves it off.

Behind him, PATIENCE is distracted by the goldfish. She smacks her lips, resists the impulse to reach past him for the morsel.

PATIENCE
How about a snack?

100 AT A CONCESSION STAND 100

LONE passes PATIENCE a COTTON CANDY, he takes a bite from a HOT DOG. She pokes at the sticky pink swirls, pulls off tufts, licking the sugar from her fingers. Then licks the cotton candy directly... Lone is mesmerized.

LONE
I didn't think anyone over nine was allowed to eat cotton candy. That stuff'll kill you.

Patience stares at the cotton candy, nodding thoughtfully.

PATIENCE
But it looks so pretty...

101 EXT. COMMUNITY CENTER - FERRIS WHEEL - DAY 101

PATIENCE and LONE share a tight car, the rattletrap FERRIS WHEEL CREAKS and MOANS. Patience is delighted with it, Lone enjoys watching her. He points, with mock awe:

LONE
Look -- you can see all the way... across the street.

The WHEEL CREAKS to a halt.

(CONTINUED)

101 CONTINUED: 101

LONE
Oops. Might be up here for a while.

PATIENCE
(snuggling closer)
You in a hurry?

They turn toward each other, faces close -- looks like the time is right. As they lean into each other, there's a sudden, heartrending WAIL. Lone turns --

A SMALL BOY, alone in the car above and across from them, is FREAKING OUT, crying for his mother, etc. He looks around for his MOTHER on the ground. His MOTHER sees him, and calls up to her son:

MOTHER
I'm right here. It's all right, baby! I'm here!

Lone and Patience react. The Ferris Wheel suddenly LURCHES. It jerks back and forth, cars rocking, almost spinning. Lone and Patience grab the handrail to keep from falling. SCREAMS all around, including the little boy opposite, and his mother on the ground.

A CARNIE grabs the operation LEVER, it's CLANGING back and forth, he can't control it.

Lone and Patience shout to the kid:

LONE & PATIENCE
Hang on, kid! Hold on!

The little boy grips the rail. Patience edges in his direction. She can save him, she knows that she can. But she dare not let Lone see her do it. Meanwhile, Lone looks to the hub of the wheel, and sees a gear that is out of position, causing the malfunction. He turns to Patience:

LONE
You hang on, too!

PATIENCE
Tom -- ?

Lone climbs out of the car toward the hub. Just then, the little boy's car lurches forward, spilling him out. He hangs from the rail, feet dangling into space. Lone, edging toward the hub, doesn't see the kid's plight, not yet.

(CONTINUED)

101 CONTINUED: (2) 101

But Patience does. She has no time to worry about her secret. So she jumps to the rail above, and climbs with rapid, almost impossible grace. Meanwhile, Lone crawls down the center rail toward the hub. A small crossbar shears a bolt from all that shaking. Lone grabs it, rips it from its mooring, and continues his perilous climb, made even more difficult by the small crossbar he is carrying.

Down below, a second CARNIE joins the first, both unable to control the broken lever.

Patience leaps past startled RIDERS on her way to the little boy. She reaches the top of his car, splays out. Her arm shoots to grab the little boy's wrist, only moments before the inevitable. Safely in her grasp, she lifts him effortlessly into the bucket. But the cars continue to shake and jolt. Riders SCREAM. The danger increases, and there is nothing Patience can do about it.

But Tom Lone can. He reaches the center hub. He holds on with both legs, takes the small CROSSBAR, grits his teeth, and jams it between the spinning gears. It catches with a METALLIC SHRIEK, and quite suddenly the SHAKING stops.

Down below, bystanders react with relief and loud CHEERS.

Lone turns back to Patience. But all he sees is an EMPTY car. Tom reacts. A VOICE is HEARD:

PATIENCE (O.S.)
Tom! Up here!

Patience puts a little fear into her VOICE. But the visual is incongruous. She sits in the bucket, holding the little kid. As if she flew there. And in a way, she did. Lone smiles with puzzled relief, and Patience smiles back at him. Then she speaks aside to the little boy:

PATIENCE
You sure know how to spoil the mood, pal. What's your name? *

102 EXT. COMMUNITY CENTER - STREET FAIR - LATER 102

LONE waits on the ground as PATIENCE and the LITTLE BOY climb out of their car. The little boy runs to his grateful MOTHER. Patience turns to Lone, sees the look on his face. He's impressed, he's amazed. He can't believe this woman. *

TIME CUT TO:

(CONTINUED)

102 CONTINUED: 102

PATIENCE AND LONE

walk across the carnival grounds. Well-wishers shout out congratulations. But Lone is thinking about that first embrace. Patience is too.

LONE
We should celebrate. How about dinner? Unless...

PATIENCE
I'd love to. I *want* to. But I can't, not tonight.

Lone didn't expect this.

LONE
Oh. Other plans?

PATIENCE
I may have lost my job, but I still have some business to take care of.

It's not the best excuse, but it will do. Lone just looks at her for a beat, then:

LONE
Don't make me wait too long 'til we see each other again. It's not that I mind thinking about you all the time? But it's starting to interfere with my work.

Lone says it with quiet humor, evident affection. The words run right to Patience's heart.

103 EXT. HEDARE MANSION - NIGHT 103

CAMERA MOVES FROM a sprawling MANSION, an ironwork "H" in the front gates -- TO a SECURITY CAMERA atop a ten-foot WALL. THE WHIP knocks it to one side and --

CATWOMAN, now out of the camera's view, LEAPS up the side of the wall and lands on all fours atop it.

AT THE SIDE OF THE MANSION -- CATWOMAN scrambles up a trellis toward a second-story window, the whip coiled at her belt, it almost looks like a tail. She leaps to the ledge, crouches, peering in.

(CONTINUED)

103 CONTINUED: 103

CLOSEUP - A RAZOR-SHARP CLAW

CUTS a CIRCLE into a PANE OF GLASS.

104 INT. HEDARE MANSION - STUDY - NIGHT 104

The GLASS CIRCLE pops out, lands on CARPET. CATWOMAN reaches in, unlatches the window, and swings into the darkened room.

A masculine space -- BOOKS, LEATHER, a large DESK. CATWOMAN begins searching through drawers.

CLOSE

she flips through COMPUTER DISKS, checking labels, tossing them aside.

105 INT. HEDARE MANSION - HALLWAY & FOYER - NIGHT 105

As CATWOMAN comes out of the study, a FIGURE emerges from the darkness swinging a GOLF CLUB -- WHAM!

CATWOMAN's struck hard in the back and the head -- she topples forward, ROLLS DOWN THE STAIRS. She hits a LANDING, curled up, dazed, clutching her skull.

LIGHTS COME ON -- LAUREL looks down at her from the top of the stairs, wearing silk pajamas, golf club in hand. She descends cautiously, club raised.

LAUREL tentatively pokes at the prone Catwoman with her foot, studies her -- she seems to be down for the count. Laurel leans over her and --

CATWOMAN SPRINGS UP, grabs the CLUB and hurls it away.

Laurel backs away, wary.

CATWOMAN
I'd love to play, but I don't have time. Is 'the man of the house' at home?

LAUREL
Why on earth would he be home? *I'm* here.

(CONTINUED)

105 CONTINUED: 105

CATWOMAN
Aw... such a sad tale.
(glances behind her)
Makes me miss mine...

LAUREL
He'll be sorry he missed you. He does love pussy... cats.

Laurel has backed against the wall, trying to edge around Catwoman to the stairs. Catwoman leans in...

CATWOMAN
(sultry)
Who doesn't?

Laurel tries to make a break for the stairs, but Catwoman pounces on her and they tumble down the stairs together.

CATWOMAN is atop her when they reach bottom. Face to face...

LAUREL
Can we talk about this? Girl to girl?

CATWOMAN
Oh, that'd be *fun!* We could make s'mores and do each other's hair and talk about boys.

LAUREL
Or... We could skip the snacks and makeovers and talk about...

LAUREL arches her back, throwing Catwoman off, scrambles away and gets to her feet.

LAUREL
... Whatever the hell it is that you *want.*

CATWOMAN
(rising)
I want to talk to your husband. Mano y gato.

LAUREL
About what?

CATWOMAN
Beau-line. Disease in a jar. Wouldn't caulk a sink with it.

(CONTINUED)

105 CONTINUED: (2) 105

Laurel freezes. Stares.

LAUREL
What... what makes you think something is wrong with Beau-line? I... use it...

CATWOMAN
Kick the habit.
(preens her claws)
After that? George and I are going to talk about a homicide.

LAUREL
Oh, my God. Not George -- Slavicky? What does that have to do with you?

CATWOMAN
Long story. But he's a murderer. Where is he?

LAUREL stares at her, thinking. Then moves to a table and fumbles through some mail, pushing a CELL PHONE aside.

LAUREL
If... if what you say is true... that I've been *poisoned*... that my husband is a killer...

Laurel finds what she's looking for. She holds out a glossy INVITATION for an opening night performance, something called "OCEANIA - AN AQUATIC FANTASY." Catwoman takes it from her hand. And a partnership of sorts is formed.

CATWOMAN
Thanks.

Laurel composes herself. Looks up, bravely determined.

LAUREL
If you're right? I want to help. How can I reach you?

Catwoman deliberates, then grabs the cell phone off the table, holds it up.

CATWOMAN
I'm not listed. I'll take yours.

She opens the door, turns.

(CONTINUED)

105 CONTINUED: (3) 105

CATWOMAN
Take care of yourself, Laurel.
Not everybody gets nine lives.

And she leaves. Laurel stares after her for a beat, her face expressionless.

106 INT. PERFORMANCE CENTER - LOBBY STAIRWELL - NIGHT 106

George and Drina formally dressed. They walk up the CARPETED STAIRS past PAPARAZZI AND SECURITY MEN.

107 EXT. PERFORMANCE CENTER - NIGHT 107

NEARBY, CATWOMAN creeps in the bushes outside of the PERFORMANCE CENTER. She moves around the perimeter, looking for a way in. She spies a large GLASS FACADE, scales it quickly, and leaps from the top to a second-story balcony. The doors are unlocked here, she slips inside.

A UNIFORM COP has witnessed this display with some amazement. He pulls a WALKIE-TALKIE and starts calling it in --

UNIFORM COP
Get me Tom Lone -- you're not gonna believe this...

108 INT. PERFORMANCE CENTER - CORRIDOR - NIGHT 108

CATWOMAN slinks along a hallway. SECURITY PEOPLE are clustered near a FORMAL STAIRCASE, blocking her access to the right-hand side of the hall.

CATWOMAN bares her teeth in frustration. She hurries toward a VELVET ROPE, the sign, "BOXES - PRIVATE." She slips past the rope, moves to a far door.

109 INT. PERFORMANCE CENTER - NIGHT 109

ON STAGE, a Cirque De Soleil-like acrobatic TROUPE. An underwater theme, BLUE SCRIMS, giant PAINTED FISH. The PERFORMERS swing on TRAPEZES, TIGHTROPES and BUNGEE CORDS, in flowing OUTFITS blown by large FANS.

110 IN A BOX 110

AN OLDER COUPLE is riveted by the show. CATWOMAN appears behind them, scans the hall --

HER POV - CATVISION

ZOOMING FROM box TO box -- FINDING GEORGE and DRINA in a box on the opposite side of the hall. DRINA rises, excusing herself, and exits the box.

111 CATWOMAN 111

climbs up around the box, much to the surprise of the OLDER COUPLE. She levers herself upward to a FRIEZE or GIRDERS that wrap around the top of the hall.

WIDER

FROM BELOW, as CATWOMAN climbs and creeps near the ceiling, moving over the PROSCENIUM ARCH above the performers, heading for GEORGE. The MUSIC nears a crescendo.

A few AUDIENCE MEMBERS point up at Catwoman and chuckle -- she looks like part of the show, a cat stalking aquarium fish.

But an USHER at ground level spots her with alarm, moves out to spread the word.

112 WITH GEORGE 112

He yawns, half-asleep. A moment later, CATWOMAN lands in the empty seat beside him. A whisper:

CATWOMAN
Wake up. This is the good part.

GEORGE spins, startled --

GEORGE
What the --

CATWOMAN
Like my nails? I just had them done.

She SLASHES HIM across his cheek. The MUSIC is so loud, no one hears his CRY OF PAIN. GEORGE rushes for the exit -- but CATWOMAN gets there first, shoves a CHAIR under the doors.

(CONTINUED)

112 CONTINUED: 112

She advances on him, BLOOD drips from the SLASHES on his cheek, staining his shirt.

CATWOMAN
Red's a good color on you. Brings out the pale in your cheeks.

She grabs George and slams him against the wall of the box, behind a curtain, partly concealed from view.

GEORGE
No -- please --

CATWOMAN
I know all about you, George. I know you're a cold-blooded killer. I know you're willing to poison millions of desperate women just to make a buck.

GEORGE
Wh-what?

CLOSE

as CATWOMAN wraps a hand around George's throat, the CLAW TIPS digging into his skin.

CATWOMAN
I know about Beau-line.

The DOOR is RATTLING, people trying to get into the box. CATWOMAN gives his throat a SQUEEZE -- George chokes. Catwoman leans closer, close enough to ask:

CATWOMAN
One question. *Did you kill Patience Phillips?*

GEORGE
W-what, Phillips? God no, I didn't kill her, I *fired* her --

CATWOMAN
Sad, isn't it? That your last words will be a lie. Oh well --

But just then: The BOX DOOR flies OPEN, UNIFORMED COPS flood in, guns drawn.

CATWOMAN throws George aside, HISSING with frustration. She leaps to the lip of the box --

MORE COPS charge up the aisles, pointing at her -- there's only one way out.

113 CATWOMAN 113

LEAPS to a TRAPEZE on the stage, amidst the PERFORMERS. She SWINGS to an ACROBAT on a BUNGEE CORD, lands on his back, then SPRINGS off him into the rafters.

THE AUDIENCE CHEERS at the amazing stunt.

114 INT. PERFORMANCE CENTER - BACKSTAGE - NIGHT 114

POLICE track CATWOMAN from below -- she leaps between sand-bagged ROPES, slashing them as she goes, dropping BAGS to scatter the COPS. She scrambles higher --

CATWOMAN darts across the overhead LIGHT GRID, when --

LONE (O.S.)
Hold it right there!

CATWOMAN looks down... and sees TOM LONE, at a ladder to the grid, with a clear shot, his GUN trained up at her --

LONE
Come down the ladder. Nice and slow.

CATWOMAN
Bet you never had a cat. We come when we feel like it. Not when you call.

Lone climbs up to her, one hand on the rungs, the other on his gun. He responds in kind, if only to buy a little time:

LONE
Bet you never met a cop. That's not a request. It's a command.

CATWOMAN
Then get a *dog*.

LONE reaches the grid and advances on her, stepping gingerly. Up here, above the STAGE LIGHTS, it's nearly dark -- Catwoman and Lone are frequently little more than silhouettes.

LONE
Why not? Man's best friend...

He steps on a flimsy support, which starts to give way. LONE sways, losing his balance --

(CONTINUED)

114 CONTINUED: 114

CATWOMAN springs and grabs his gun arm, saving him. A beat as they look at each other.

CATWOMAN
Woof.

Then she SNATCHES the gun out of his hand, tosses it aside, then grabs his tie and pulls his face to her, plants a KISS on his cheek, leaving a LIPSTICK MARK.

She bounds away, comfortable on the narrow railings. Lone pursues, moving more carefully. Accompanied by the MUSIC, the two perform their private dance.

CATWOMAN winds up in a corner on a MESH PLATFORM, no way out from here, but for a 25-foot drop to --

115 THE FLOOR 115

Where POLICE await, pointing upward.

116 LONE 116

ADVANCES. He has her trapped. He pulls HANDCUFFS.

CATWOMAN
What, don't I get dinner first?

He lunges at her -- she dodges, kicks a leg out from under him. No slouch at fighting, though, Lone recovers, plants a kick in her mid-section. She gasps, surprised.

LONE
I never feed strays. They might follow you home.

CATWOMAN
(sultry laugh)
Isn't that the idea?

As he comes at her again, she jumps and grabs an overhead ELECTRICAL cable, swinging away --

Lone has too much momentum, he loses balance, about to go over the edge -- CATWOMAN swings back like a pendulum, wrapping her legs around his neck, saving him from falling.

She swings him back over the platform, tries to kick him off, but he grabs her legs, pulling her and SNAPPING THE CABLE --

(CONTINUED)

116 CONTINUED: 116

STAGE LIGHTS go out, ELECTRICAL SPARKS fly as they hit the platform together, she lands straddling him, catching the SPARKING CABLE just before it strikes the mesh.

LONE
Careful! That thing hits the metal, we're both fried!

CATWOMAN leans close, whispers:

CATWOMAN
I knew I felt a spark between us.

She turns and flings the cable away, it dangles free of the mesh floor, still spitting SPARKS. A second later, CLICK --

LONE has slapped a handcuff on her wrist, CLICKS the other CUFF over his own. CATWOMAN spins back on him, looking hurt. He reaches to pull off her mask. She slaps his hand.

CATWOMAN
You boys are all hands. And on our first date --

LONE struggles to push her off, but she keeps her thighs locked around him. He finally rolls on top of her.

LONE
(playing the game)
I don't want to hurt your feelings? But I'm already seeing someone.

She likes that. Smiles.

CATWOMAN
Is she everything you hoped she'd be?

LONE
None of your business.

CATWOMAN
Aw. I like it better when you play.

LONE
You're playing. I'm at work.

Beat. Face to face.

(CONTINUED)

116 CONTINUED: (2) 116

CATWOMAN
And something tells me right now you *love your job.*

As Lone starts to rise --

CLOSE ON her cuffed hand -- her fingers squeeze together, her hand slithers out of the cuff like a cat's paw.

LONE tries to pull Catwoman to her feet -- but he comes up with an empty, dangling HANDCUFF. She springs to her feet, laughing, but --

MORE COPS have made it to the grid, blocking every way down --

117 ANGLE DOWN 117

COPS have covered every exit below.

118 LONE 118

COMES UP BEHIND HER.

LONE
It's over.

CATWOMAN
Doesn't seem fair. Meet a guy, wear his handcuffs, next thing you know he wants to put you in jail.

He CLAMPS a hand on her arm -- she struggles to get away... looks at him wide-eyed, trapped...

Lone sees the wounded expression and it takes him aback. He lets his grip loosen, subconsciously, just enough for Catwoman to knock his arm off and spin away. She...

-- leaps and grabs the dangling POWER LINE which TEARS LOOSE from the ceiling --

-- and DROPS to the floor, still holding the CABLE. COPS surround her, moving in quickly, guns drawn --

She backs toward the wall, near a CIRCUIT BREAKER PANEL --

CATWOMAN
Show of hands -- who can see in the dark?

(CONTINUED)

118 CONTINUED: 118

She raises a hand daintily, then SWINGS THE POWER CABLE into the CIRCUIT BREAKERS --

A FLASH, a BANG, a SHOWER OF SPARKS -- then --

PITCH DARKNESS. We hear SHOUTS from the theatre, people PANICKING, and a series of GRUNTS and OOFS.

POV - CATVISION

as Catwoman swiftly takes out her unseeing adversaries --

-- and SLIPS OUT a STAGE DOOR EXIT.

GEORGE (V.O.)
This is a disaster! An utter disaster!

119 INT. HEDARE MANSION - GEORGE'S STUDY - DAY 119

GEORGE, face bandaged, phone to his ear, is holding a file in the sprawling, palatial study. All he reads is bad news.

GEORGE
If this data is even close to the truth? We're *ruined* --

LAUREL'S VOICE
Ruined...?

George looks up and see Laurel in the doorway. He immediately slams down the phone.

GEORGE
It appears as though... that *woman* is right. Slavicky was lying about Beau-line.

George puts his head in his hands. Laurel takes a step closer.

GEORGE
I don't know what to do. We can't possibly launch.

Laurel crosses to him, energized.

(CONTINUED)

119 CONTINUED: 119

LAUREL
That doesn't sound like you, George. Ready to pull the plug because some freak in a cat suit whispered in your ear?

George jumps to his feet to face her, holds up the folder, and:

GEORGE
And what would *you* suggest?!

LAUREL
Stop the self-tanning, don't pretend Viagra are vitamins, resist the urge to date children born on the same day they invented the cell phone, and for *god's sake*, just once in your miserable life...?
(with utter contempt)
Be... a... man.

George slaps Laurel across the face. Hard. But she doesn't flinch. Instead, it's George who recoils in pain, his hand limp, as if he'd just struck granite.

George looks up at Laurel like he's never seen her before. Laurel looks at him like he just crossed a line...

120 INT. PATIENCE'S APARTMENT - DAY 120

Patience and Sally are getting Patience ready for her date. Clothes are strewn about everywhere.

Patience holds up two different outfits to the mirror, she can't decide. One very daring, the other very demure. Sally is sitting, observing.

PATIENCE
(shows Sally)
Which?

SALLY
Dunno. You want him to take you to church or the Playboy mansion?

PATIENCE
Thanks. That's helpful.

(CONTINUED)

120 CONTINUED: 120

Patience throws both outfits aside and looks for new ones. She continues, frustrated, angry too.

PATIENCE
I always knew what to do -- when it was other people telling me what to do. For the first time in my life, I'm not listening --- and...

Patience is coming apart. She stops short, mutters:

PATIENCE
... I am such a freak right now.

SALLY
And... that's a *bad* thing?

That gets a small smile out of Patience. Then:

PATIENCE
Sal, I'm worried. I'm worried that he likes... someone else. I'm all mixed up.

Sally gets to her feet. Then, with sympathy:

SALLY
Hey. Find a guy who likes you when everything's perfect? Big deal. There's lots of those. Find one who likes you when it's not? Hold on tight. Understand?

PATIENCE
I don't know. Things have been *really* not perfect.

Sally digs into the closet for another option.

SALLY
Love the girl, love her problems, right?

If she only knew. Patience replies, a hopeful note in her voice:

PATIENCE
Right...?

CUT TO:

121 INT. SUSHI BAR - CLOSE ON A BIG, BEAUTIFUL TROPICAL FISH - EVENING 121

As it swims past, followed by smaller fish, its passage REVEALS Patience's face, pressed against the aquarium glass.

Slightly distorted by the water, her eyes are wide, hungrily watching the fish pass. Every time a new fish passes her eyes follow it.

PULL BACK to reveal we're in an upscale Japanese spot. PATIENCE is in a booth (wearing the perfect outfit, right in the middle of sexy and demure), kneeling backwards on her seat, peering into the aquarium, hands pressed to the glass.

LONE (O.S.)
Pretty.

She turns, startled out of her reverie in mid-lip lick. She quickly steps off the booth, blushing.

PATIENCE
Thank you.

LONE
(smiles)
You, too. But I meant the fish.

PATIENCE
Oh, yes, yummy.
(corrects self)
Pretty.

They sit down in the booth. Patience taking one last look at the fish. "Consider yourself lucky, fish."

LONE
Sorry I'm late. Lots of paperwork. There's enough when you catch 'em, but when you don't...

He shakes his head and pours sake for them both.

PATIENCE
Tell me about the one that got away...

Lone doesn't say anything for a moment. Finally...

LONE
Catwoman. Heard of her?

(CONTINUED)

121 CONTINUED: 121

Patience nods. Then:

PATIENCE
What happened?

Lone shakes his head. Beat. Then, a little awkwardly:

LONE
She *kissed* me.
(grim smile)
That's a stupid thing to say, right? Second date...

PATIENCE
I guess that depends. Did you kiss her back?

LONE
(laughs)
No.

A WAITER arrives, interrupting. The waiter places A HUGE TRAY OF SUSHI in front of PATIENCE, who looks a bit self-conscious.

PATIENCE
C'mon. I've seen the pictures. Black leather, whip and stiletto heels. It's every guy's fantasy.
(smiles)
Don't you like bad girls?

During the following, Lone meticulously mixes soy sauce and wasabi, uses chopsticks, etc. Patience simply peels the fish off the rice and pops it in her mouth, as if eating potato chips, then licking her fingers like a cat licking its paw.

LONE
Only when they like me.

He jests. A beat. Then, more seriously:

LONE
I'm a cop, Patience. 'Bad' isn't something that tempts me. It's something I lock up.

PATIENCE
C'mon. Good, bad. There's got to be a place in-between. It might be a little more complicated than you think.

(CONTINUED)

121 CONTINUED: (2) 121

There's an earnest note in her voice, but Lone doesn't hear it. He shrugs:

LONE
Not in my experience.

He reaches for a piece of sushi in front of her.

LONE
You want that?

Patience instinctively lunges to protect her food. He looks at her, surprised and amused.

LONE
Guess you like your toro.

PATIENCE
I do. Yeah. Kinda.

She eats the toro with a smile. Patience looks across the table, meets Lone's gaze. She likes the way he looks at her. A beat, then:

PATIENCE
Tell me. Do you think you'll catch her? Catwoman.

LONE
Yeah. I do.

A beat. They speak more quietly, with greater intimacy, then we have seen before:

PATIENCE
I'm a little jealous, you know. About that kiss.

LONE
You don't have to be.

PATIENCE
No?

LONE
The only kiss *I* want...?

Lone doesn't finish the thought. He doesn't have to. Patience can see it on his face. Lone looks at her, she looks at him.

(CONTINUED)

121 CONTINUED: (3) 121

Then Patience spears the last lonely piece of fish on her plate with a single fingernail and eats it off her finger. Lone's eyes go a little wider. Patience looks down at the empty plate and thinks about licking it clean... and then:

LONE
Do you want more?

And Patience looks up from her plate. At him. And this time she looks at Lone just like she looked at the fish in the aquarium. Hungry.

PATIENCE
Yes.

122 INT. PATIENCE'S APARTMENT - NIGHT 122

THE DOOR BANGS OPEN -- PATIENCE and LONE virtually tumble inside, they were making out in the hall. They work their way toward the bed, shedding clothes.

They fall to the bed together...

123 INT. PATIENCE'S APARTMENT - CLOSE ON LONE'S GUN - LATER 123

in the HOLSTER, hung across a chair. MOVE TO FIND --

PATIENCE AND LONE between the tangled sheets. LONE is looking at her lovingly as she stirs and stretches in her sleep -- it was clearly pretty amazing sex. He has some light scratch marks on his back. He yawns and gets up, a BLANKET around his waist.

124 AT THE SINK 124

LONE finds a GLASS on the counter, fills it from the tap and takes a long swallow. Glass in hand, he turns and heads back for the bed, then winces as he STEPS ON SOMETHING...

CLOSE

He lifts his bare foot and pulls out -- A DIAMOND-TIPPED CLAW.

LONE studies this, the implications slowly sinking in. As they do, his expression becomes heartsick. He lowers himself shakily into a chair. He looks over at the sleeping PATIENCE... he looks... betrayed.

(CONTINUED)

124 CONTINUED: 124

He glances at the GLASS in his hand -- a distinct LIPSTICK PRINT at the rim.

125 INT. PATIENCE'S APARTMENT - NIGHT (LATER) 125

The gun is no longer on the chair. PATIENCE still sleeps. We hear an ELECTRONIC TUNE, muffled, from beneath the bed. PATIENCE slowly stirs awake to this, still half asleep -- she looks around her, no sign of Lone.

PATIENCE
Tom?

No answer. She reaches underneath the bed, finds --

THE CELL PHONE Laurel gave her, in the pocket of her leather pants. Yawning:

PATIENCE
Hello?

We HEAR LAUREL THROUGH PHONE during the following. She sounds afraid. *

LAUREL (V.O.)
It's me. You were right. I can't believe it. But you were right. *

PATIENCE is still distracted by Lone's absence, looking around, trying to focus on what Laurel's saying.

LAUREL (V.O.)
I've got proof. We have to stop him. We can stop him *together.* *

PATIENCE has found a NOTE from Lone on the chair --

INSERT - NOTE

"SOMETHING CAME UP. T." *

BACK TO SCENE

PATIENCE furrows her brow, this is pretty chilly. Laurel continues, with rising panic: *

(CONTINUED)

125 CONTINUED: 125

LAUREL (V.O.)
George is launching Beau-line at the sales annual tomorrow. It'll be on the shelves by Monday --

PATIENCE crumples Lone's note in one hand. Her tone is pure Catwoman now.

PATIENCE
Where are you?

126 INT. POLICE STATION - FORENSICS LAB - NIGHT 126

A FORENSICS EXAMINER examines the LIPSTICK on the GLASS from Patience's apartment. With a small SWAB, he rubs off a bit of the LIPSTICK on the glass and places it in a TEST TUBE. He puts the test tube beside --

-- ANOTHER SAMPLE, a LIPSTICK SWAB labeled "Catwoman" with a CASE NUMBER. Next to it is a CLOSEUP PHOTO of the LIPSTICK MARK Catwoman left on Lone's CHEEK.

127 EXT. HEDARE MANSION - NIGHT 127

CATWOMAN -- in a tree overlooking the mansion. The second story window that she broke the night before has been removed. The open window covered with plastic.

Catwoman leaps across, latching onto the windowsill. She pulls herself into the room.

128 INT. HEDARE MANSION - GEORGE'S STUDY - CONTINUOUS ACTION 128

CATWOMAN lands behind George's desk. She rises, taking in the room.

LAUREL (O.S.)
(relieved)
You came.

LAUREL emerges from the doorway. She walks to the front of George's desk, opposite Catwoman.

CATWOMAN
What did you find?

Catwoman starts to cross around the desk, but Laurel cuts her off, intent.

(CONTINUED)

128 CONTINUED: 128

LAUREL
The answer to all my problems. *
Well. Not all. But some. *

CATWOMAN *
(confused) *
I don't -- *

LAUREL *
Beau-line will launch on schedule. *
It *has* to. And no one is going to *
stop it. Not Slavicky, not *
George. And most of all? Not *
you. *

Laurel starts to back away from Catwoman toward the door. Catwoman sees her clearly now. *

CATWOMAN
You killed Slavicky. Not George. *

LAUREL
(scornful) *
Poor dear pathetic George. He *
didn't know anything. Not really. *
At least until *you* told him. *
Then he became curious. Then *
inconvenient. Then expendable. *
(at the door) *
It's your fault, really. He *
didn't have to die. Well. Yes he *
did.
(smiles)
But he didn't have to die *today*.

Catwoman confused, steps out from behind George's desk.

PULL BACK to reveal...

GEORGE'S LIFELESS BODY sprawled on the floor in front of the desk. Several bullet wounds in his chest. He has vicious CLAW marks all over him.

Catwoman reacts with surprise. She mutters: *

CATWOMAN *
That's one way to beat a pre-nup. *

LAUREL *
(dismissive) *
Money is the least of it. *

More bitter with every word. *

(CONTINUED)

128 CONTINUED: (2) 128

LAUREL
I was everything they wanted me to be. I was never more beautiful. I was never more powerful. I was never more of who I *really* am. Then I turned forty. They gave me a cake without candles and threw me away.

CATWOMAN
Life's a bitch. Doesn't mean you get to be one.

LAUREL
Just watch me.

Laurel takes something from behind her back, wrapped in a handkerchief. Catwoman SNARLS.

And she TOSSES it, sans handkerchief, to Catwoman.

LAUREL
Catch!

CATWOMAN snatches it out of the air reflexively, then looks at it, puzzled --

A GUN.

LAUREL
As promised, the smoking gun.

Catwoman's eyes narrow.

LAUREL
You can't have a perfect crime without a fall guy. Or girl. Cat?
(re: body)
How'd I do? The clawed flesh thing was a little tricky but I think I pulled it off --

Catwoman YOWLS, lifts the gun, points it straight at Laurel.

LAUREL
It isn't loaded, sweetheart. You just emptied it into my husband's chest.

CATWOMAN lets out an enraged GROWL and moves for LAUREL but --

(CONTINUED)

128 CONTINUED: (3) 128

Laurel holds up a security alarm remote in her hand. She presses a button. The mansion REVERBERATES with the sounds of the ALARM.

LAUREL
(screams)
Help me!

But her expression is mocking.

The alarm shakes Catwoman. She reacts like a cornered cat -- tense all over, looking for an escape route.

LAUREL
It's the Catwoman! She's got a gun!

CATWOMAN backs toward the window.

ANGLE OUT WINDOW -- Security guards positioned on the ground. Guns aimed at the window. Armando steps up beside them. *

CATWOMAN seems trapped. She YOWLS again and bounds past Laurel and out the door.

Laurel steps out the way to let her pass. A canary-that-caught-the-cat smile on her face.

129 INT. HEDARE MANSION - HALLWAY ABOVE FOYER - CONTINUOUS ACTION 129

Catwoman lands in the hall, looking in all directions. She can see FLASHING POLICE LIGHTS through the foyer windows.

She looks in all directions, hunted. Nowhere to turn.

The front door bursts open and several SECURITY MEN flood in, guns drawn.

They see Catwoman, point their weapons.

SECURITY GUARD
Freeze! Drop the gun!

Catwoman looks, surprised she still has the gun.

She drops it, turns and as BULLETS fly she dives headfirst into a LAUNDRY CHUTE.

130 INT. HEDARE MANSION - BASEMENT - CONTINUOUS ACTION 130

Catwoman plops out of the end of the laundry chute, high on the wall and lands on a pile of laundry and shoulder rolls to her feet.

She spies racks of laundered CLOTHES, gets an idea. She grabs an outfit at random, stuffs them into a CANVAS BAG and tucks it into her belt.

She sees a row of recently shined SHOES and does the same.

Incredibly angry with herself, she leaps to a tiny window high on the basement wall and pulls herself up to see...

COP and SECURITY cars everywhere. Even an ambulance. One UNIFORMED OFFICER is directing his men to surround the building.

She lets herself drop gently back to the ground and looks around for an exit.

131 EXT. HEDARE MANSION - BACK - MOMENTS LATER 131

CLOSE IN ON CELLAR STORM DOORS on the ground, jutting up against the mansion.

The DOORS open a crack and Catwoman peers out. Clear.

She bounds out. As she does, she hears SHOUTS and the sound of DOGS coming around the side of the mansion.

She runs the other way, flattens herself against the wall of the house. She is bathed in the FLASHING RED LIGHTS of an unseen AMBULANCE. *

She looks, the red lights on her face and smiles. *

132 OMITTED 132 *
& &
133 133 *

134 AERIAL SHOT 134

Of the ambulance, lying atop it, prone, arms and legs stretched out, is CATWOMAN. *

The ambulance drives under an OVERPASS. *

When it emerges... its roof is empty. Catwoman is gone.

135 EXT. DOWNTOWN CITY STREETS - DAWN 135

PATIENCE rushes through the city on foot. Changing into the last of the clothes she stole from Laurel, CANVAS LAUNDRY BAG in hand.

Everywhere around her SIRENS WAIL. Cop CARS SCREAM by her, looking for Catwoman. Patience continuously looks over her shoulder, bumping into fellow pedestrians.

Patience is distraught as she wanders the commercial district. She passes a BIG SCREEN on the street.

ON SCREENS -- MOS -- a NEWS BROADCAST shows footage of George's body being taken from the Hedare Mansion. A STILL PHOTO of GEORGE HEDARE. A CHYRON BELOW: "CATWOMAN KILLS AGAIN." Followed by A STILL PHOTO OF GEORGE HEDARE.

Patience reacts visibly to the photo of George. She is consumed with anger, as much at herself as at Laurel. She comes to a difficult decision.

AT A DUMPSTER

-- PATIENCE checks to make sure that no one's watching her. As she passes, she HURLS THE SHOPPING BAG --

ANGLE IN DUMPSTER

-- the BAG LANDS and SPILLS OPEN... we see the CATWOMAN MASK.

As she walks away, nearly in tears...

MIDNIGHT, the MAU, emerges from the shadows and sits on her haunches, watching Patience go.

136 OMITTED 136 *

137 INT. PATIENCE'S APARTMENT - MORNING 137

The front door opens and a defeated Patience enters. *

LONE
Patience.

She looks up and sees Lone in her apartment. He is pointing a gun at her. She is too emotionally drained to run. * * *

(CONTINUED)

137 CONTINUED: 137

LONE
I... I'm sorry.

Blue police lights flash in Patience's window. Tom looks at her sadly.

LONE
I guess you could take this right out of my hands if you wanted.

PATIENCE
(quiet)
If I wanted.

Tom holsters the gun and takes out handcuffs. Dropping her head, Patience turns. Lone cuffs her and leads her out.

REPORTER (V.O.)
Patience Phillips, AKA the Catwoman, was taken into custody this morning in connection with last night's murder of George Hedare, Chairman of Hedare Cosmetics.

137A INT. HEDARE COSMETICS BREAK ROOM - DAY 137A

Sally, Lance, and other open-mouthed employees stare at the TELEVISION news story, utterly stunned, as the NEWSCAST continues. A bad employee photo of Patience appears onscreen.

REPORTER (V.O.)
Ms. Phillips, a former Hedare employee, was fired by the company last week, and launched a campaign of terror against the cosmetics firm.

137B INT. POLICE STATION - CONTINUOUS ACTION 137B

All the cops rise as LONE guides a handcuffed PATIENCE through the bullpen. The cops eye this slight, fragile-looking woman, this mysterious killer. The WALL-MOUNTED television continues its news report. No one is watching, but in the otherwise silent room, it's all we can hear.

(CONTINUED)

137B CONTINUED: 137B

REPORTER (V.O.)
(television)
Hedare's death comes as the company prepares to launch Beau-line, the most anticipated product in cosmetic history.

Patience eyes the "Catwoman wall" behind Lone's station, and the LATTE CUP, inscribed "Sorry," sitting on his desk in an evidence bag.

LONE pulls Patience past the WALL-MOUNTED TELEVISION and OUT OF FRAME. We LINGER ON the television, PUSHING IN.

ON THE TELEVISION -- A distraught Laurel, dressed in black, exits a limousine and is ushered by Wesley past barking reporters toward the Hedare Building entrance.

REPORTER (V.O.)
(television)
With pre-sales already estimated in the billions, the Company wasted no time in calming Wall Street's fears, naming Hedare's wife, long standing company icon Laurel Hedare, as Chairman.

138 INT. POLICE STATION - INTERROGATION ROOM - DAY 138

PATIENCE, tears in her eyes, sits in a small, windowless room with the usual one-way mirror and table. In mid-interrogation.

PATIENCE
... I'm telling you. It was Laurel Hedare. There's a problem with Beau-line, side effects. Slavicky knew it, so she killed him. George found out and she killed him, too.

LONE paces across the table from her.

LONE
Ballistics show the same weapon killed both men. The gun was in *your* hand --

PATIENCE
Catwoman's hand.

(CONTINUED)

138 CONTINUED: 138

LONE
What's the difference?

PATIENCE
Does it matter? You think we're both guilty.

This isn't the first time they've been over this.

LONE
But there's no proof that shows me anything different.

PATIENCE
Just me. You could trust in me.

She sees in his eyes that he won't. It's awful.

PATIENCE
You never did, did you?

LONE
You think I *wanted* to believe this?
(beat)
Whatever you think. I'm trying to help you here.

PATIENCE
You're trying to make me confess. There's a difference.

LONE
No. There isn't. Don't you understand? All the evidence, every piece, it all points to *you*.

A beat. Patience wipes her tears.

PATIENCE
Do you remember the first time you saw me?

LONE
Yeah.

PATIENCE
What did you see?

LONE
A girl. Rescuing a cat.

The memory rips into him. Patience shakes her head.

(CONTINUED)

138 CONTINUED: (2) 138

PATIENCE
No. You saw a crazy person about to jump off a ledge. All the evidence pointed to that.

That gives him pause. Patience lays her heart on the line:

PATIENCE
If you ever cared about me -- I need you to believe me, Tom.

Lone looks at her, and no matter how hard he tries, he cannot accept what she's telling him. Finally:

LONE
But I don't know who you are. I don't know what you are.

That cuts like a knife. Both their hearts are breaking. Lone knocks, and a cop unlocks the door to let him out. He takes one last look at Patience, head down, tears streaming down her cheeks. Rock bottom. Not a friend in the world.

LONE
Take her back.

139 INT. POLICE STATION - JAIL CELL - DAY 139

Patience, choking back her tears, is led by a JAIL GUARD, into her holding cell. But as she walks down prisoner row, her distraught becomes anger. Her eyes grow cold as she's pushed into her cell.

The GUARD grins salaciously.

GUARD
You be a good pussy cat now.

Patience grabs the bars of her cage and her fingers tighten around them in fury as the cell doors close.

PATIENCE
I tried good. I don't like where it got me.

She HISSES at the Guard. Spooked, the Guard backs away.

DISSOLVE TO:

139A INT. POLICE STATION - BULLPEN - DAY 139A *

LONE sits at his desk staring up at the "Catwoman" wall. BOB THE DETECTIVE drops some files on Lone's desk. *

DETECTIVE *
Look at it this way, Lone. You may have lost your woman, but at least you got your man. *

LONE *
Did I? *

DETECTIVE *
Along with everything a hungry DA needs to convict. Why? Something bothering you? *

LONE *
Yeah. Her. *

There's a catch in his voice. That's the way he feels about her. Bob shrugs, steps off. Lone sits at his desk and thinks about everything Patience said. *

139B EXT. CITY - EVENING 139B *

The last red rays of sunshine bleed across the glowering faces of skyscrapers. *

140 thru 145 OMITTED 140 thru 145 *

146 EXT. HEDARE BUILDING - PLAZA - EVENING 146 *

APPLAUSE from HEDARE EMPLOYEES and SALES REPS from all over the world. The enclosed plaza has been re-dressed with CHAIRS and TABLES for the HEDARE SALES ANNUAL. *

LONE enters, flashing his badge at security. *

VIDEO CAMERAS are trained on a PODIUM with a huge VIDEO SCREEN behind it -- the STANDING OVATION is for LAUREL HEDARE, garbed in black. She ascends to the podium with a martyr-like grace, her HUGE IMAGE projected behind her. She plays the role of grieving widow to the hilt. *

LAUREL stands at the mic, and dabs her tears. Cheers become solemn silence. *
*

(CONTINUED)

146 CONTINUED: 146

LAUREL
My husband dreamed of a world in which every woman was as beautiful as she wanted to be. He dedicated his life to the pursuit of that dream, and thanks to Beau-line and all of you, we will make his dream come true.

With Laurel's mix of passion and tears, the crowd erupts in applause. Lone watches from the back of the room.

146A INT. POLICE STATION - JAIL CELL - NIGHT 146A

MOVE DOWN ROWS OF CELLS. We hear ANGRY YELLING from PRISONERS. Then, THROUGH BARS, we find PATIENCE curled in the corner of her cell staring at the cell bars and licking her fingers slowly, the way a cat licks her paws.

GUARD
LIGHTS OUT.

And the jail goes dark. A shaft of moonlight squeezes through the high tiny window in her cell.

The MOONLIGHT falls on Patience's gleaming eyes.

A SHADOW crosses her face... menacing. Patience responds without looking up.

PATIENCE
Hello, Midnight.

In the center of the small barred window, blocking the light, is the silhouette of a cat. Patience glances up as MIDNIGHT squeezes through the bars, and drops down into the cell.

PATIENCE
They like putting us in cages, don't they?

Patience strokes Midnight's deep black fur.

PATIENCE
Funny thing about cages. The hardest part about getting out is making the decision to leave.

Under Midnight's mysterious gaze, Patience uncurls in catlike fashion and sways over to the bars. She rubs up against them, catlike and somehow slightly erotic.

(CONTINUED)

146A CONTINUED: 146A

She licks her hand and slips it through the bar, slowly guiding her arm through. Arching her back, she turns her head at an impossible catlike angle, nudging it through.

Slowly, in a well-choreographed felinesque ballet that mirrors MIDNIGHT coming through the tightly-barred cell window. Patience emerges on the other side of her cell. She stretches and throws a glance at Midnight.

PATIENCE
Meow.

She hears FOOTSTEPS APPROACHING down the corridor. With a catlike leap, she DISAPPEARS FROM FRAME. A moment later, a JAIL GUARD passes on his rounds.

As we TRACK WITH him, he sees a shadow flash across the wall. He turns, instantly on guard. There's NO ONE THERE.

He takes a few more steps, and another shadow flashes across his face. He spins again. NOTHING.

146B EXT. POLICE STATION - NIGHT 146B

A darkened window slides open and Patience peers out. It's a TEN-STORY DROP to the street below. Her eyes lock on a Jaguar driving down the road. She smiles and tumbles out the window, plummeting to the...

STREET

She lands, absorbing the fall on all fours, arms splayed out, one leg tucked under, the other kicked out behind.

A SCREECH OF BRAKES -- the JAGUAR SKIDS to a stop, the LEAPING CAT EMBLEM atop the hood inches from her face.

The DRIVER of the Jag is by her side, freaked.

DRIVER
God, are you okay?

PATIENCE
A girl's gotta know how to land on her feet.

CUT TO:

(CONTINUED)

146B CONTINUED: 146B

ANGLE - TIRES

SMOKE as the JAGUAR PEELS OUT. The Driver bangs the window as it goes.

DRIVER
HEY! MY CAR! MY CAR!

147 EXT. HEDARE BUILDING - PLAZA - NIGHT 147

A BAND is rocking. HEDARE HOTTIES work the room. Gaggles of guests surround DRINA, who is strategically perched under a giant photograph of herself -- the face of Hedare.

Lone pushes past, heading toward Laurel who sits at the table of honor, reigning like a queen. While Drina may be the new face of Hedare, make no mistake... Laurel is Hedare.

LONE
Mrs. Hedare...

LAUREL
Detective Lone? What a surprise.
(to her guests)
I'd like you to meet the man responsible for bringing my husband's killer to justice.

Murmurs of appreciation rise from Laurel's posse.

LONE
Mrs. Hedare, I was wondering if I could have a word.

LAUREL
Now?

LONE
If you wouldn't mind. There's a few loose ends I'd like to tie up.

A twinge of unease rises in Laurel. Lone sees it.

LAUREL
Perhaps somewhere more private.

She shoots a glance at Wesley as she rises, leading Lone toward the elevator.

147A EXT. ALLEY - NIGHT 147A *

A CAT moves slowly past debris in the alley, followed by another, and another, and another. They move silently, stealthily to the base of a DUMPSTER. ONE of the cats MEWS loudly, a primal call of loneliness. We PAN UP as lid of the dumpster begins to rise. *

Lit by the shimmering MOONLIGHT, a sleek and powerful figure emerges, eyes glinting in the darkness. *

147B THE CATWOMAN 147B *

She leaps up, grabs a fire escape railing and clambers up its side in an instant to a... *

ROOFTOP *

... where she fearlessly struts out onto the building's cornice, a dizzying height above the city. Framed by the moon, she peers out like some feline Gargoyle. *

In the distance... LIT BY FLOODLIGHTS is a HEDARE BILLBOARD with Drina's face on it. *

147C INT. GEORGE'S (NOW LAUREL'S) OFFICE - NIGHT 147C *

Laurel leads Lone down the dark aisles into her office and switches on the light. *

LAUREL *
The human mind is a fragile thing. *
Who knows what was going on in her *
troubled little head. *

Lone studies Laurel's face. *

LONE *
Unless of course she didn't kill *
Slavicky... or your husband. *

Laurel pauses, takes a beat. Wondering how to play this game of cat-and-mouse. *

LAUREL *
I saw her standing over him. *
There were claw marks all over his *
body. *

LONE *
But none on Slavicky's. *

(CONTINUED)

147C CONTINUED: 147C

LAUREL
But she was there.

LONE
Why?

LAUREL
How should I know?

Lone eyes Laurel, wondering how far to push.

LONE
What if I told you I had evidence, from Slavicky's lab, proving Beauline has significant side effects? And *you* covered it up?

Laurel laughs and looks at Lone with pity.

LAUREL
Well then, Detective. I'd say curiosity killed the cop.

She pulls a gun out of a drawer. Lone immediately whips out his sidearm.

LONE
Don't even think about it!

She pauses, the gun hangs in her hand.

LAUREL
You think I'm going to let you walk in here and take what's mine?

LONE
I didn't take it. You gave it to me.

LAUREL
You were bluffing.

LONE
Not anymore.

LAUREL
But how did you guess?

LONE
I took a chance on a friend.

Lone glares down the barrel of his sidearm, but Laurel just laughs.

(CONTINUED)

147C CONTINUED: (2) 147C

LAUREL
You fool.

She raises her weapon at Lone. Lone FIRES. The impact knocks Laurel back against the wall. As she stumbles, she gets a SHOT off before sliding to the floor.

Lone's left shoulder blossoms with blood. Hurts bad, but he winces through it.

He carefully crosses to the lifeless Laurel. Kicks away her gun before lowering his.

But as he leans down to check her vitals, Laurel's eyes pop open and her hand wraps around Lone's throat.

LAUREL
Surprise.

Laurel shoves Lone to the side. He lands on his wounded shoulder, his gun clatters on the floor. Laurel rises, casually picks up her gun.

LAUREL
What if I told you I had evidence that if you use Beau-line long enough it turns your skin into steel. But you guessed that already.

Lone struggles toward his gun.

LAUREL
And once that happens? You're a customer for life. Stop the Beau-line, the steel will break. Of course, there *are* benefits. I am impervious to pain. Impenetrable, too. I feel... just... *super.*

Laurel kicks his gun across the room. Lone looks up at her.

LAUREL
I knew if George found out, he'd kill the project. And let's be honest, it was only a matter of time before he ran off and left me with nothing. What's a poor girl to do? And I *hate* being poor.

(CONTINUED)

147C CONTINUED: (3) 147C

LONE
You won't get away with it. They'll find out eventually.

LAUREL
But it will be too late. They'll be hooked. They'll be just like me. And in a world where women inject poison into their faces, do you really think they'll care? I mean after all...

Laurel slams her stiletto heel down on his hand.

LAUREL
You ever wear heels? It's *murder.*

Laurel raises her gun to Lone's head. Lone closes his eyes. Shwwwwaaaap...

A black leather WHIP TAIL flies in from nowhere... and CRACK! Wraps around Laurel's gun hand, instantly yanking back. The gun flies from her hand. Laurel turns to see...

CATWOMAN... framed in the doorway.

CATWOMAN
If you shoot my boyfriend, I'm going to be *very* angry. He's new.

Catwoman stalks into the room. Laurel snarls:

LAUREL
Who let you out of your cage?

CATWOMAN
Ooh. Kevlar Barbie has anger issues.

Laurel launches herself at Catwoman. With lightning speed, Catwoman spins and uses Laurel's own weight to slam her against the wall.

LAUREL
Count your lives, pussy. Cuz I'm gonna take 'em all.

Laurel snaps her head back, slamming it into Catwoman. As Catwoman reel from the blow, Laurel kicks her mid-chest, slamming her through the window of George's office.

(CONTINUED)

147C CONTINUED: (4) 147C

As Laurel dives for her gun, Lone dives from the room. *

JUST OUTSIDE THE OFFICE *

CATWOMAN rolls off the glass shards, and Lone is there to help her to her feet. * *

LONE *
Come on! *

The two of them stumble into a run as Laurel emerges from her office, leveling her gun. * *

148 thru 150 OMITTED 148 thru 150 *

150A INT. HEDARE BUILDING - ELEVATORS - NIGHT 150A *

Lone and Catwoman race to the elevators. Lone jabs the button. * *

CATWOMAN *
Great plan. Get her to confess and then let her kill you. * *

LONE *
I didn't know she was bulletproof. *

A ROUND SLAMS into the marble around the elevator. *

CATWOMAN *
Too bad we're not. *

LAUREL strides down the hallway, arm outstretched, holding a GUN. She FIRES again. Lone and Catwoman duck around a corner. * * *

150B INT. HEDARE BUILDING - CORRIDOR - NIGHT 150B *

Lone and Catwoman retreat down a corridor, checking all the doors. They're all locked. * *

Laurel appears at the far end of the hallway and raises her weapon. Catwoman slams the very last door at the corridor's dead end. It flies open. She pulls Lone through as the air fills with GUNFIRE. * * * *

150C INT. HEDARE BUILDING - ART DEPARTMENT STORAGE WING - NIGHT 150C *

Lone and Catwoman enter this creepy vast storage wing filled with old Hedare advertising material -- all featuring LAUREL HEDARE. Billboard panels, life-sized posters and cardboard cutouts. *

CATWOMAN *
Great. We're surrounded. *

Broken into panels and stored on long aisles, Laurel's face is divided into eerie sections. An EIGHT-FOOT EYE peers from under dark lashes. *

A TWELVE-FOOT PAIR OF LIPS stretches to the ceiling. Lone and Catwoman push through to the other side of the room. *

150D INT. HEDARE BUILDING - CORRIDOR - NIGHT 150D *

Laurel stops in front of the storage wing doors. Pulls out her cell phone. *

150E EXT. HEDARE BUILDING - PLAZA - NIGHT 150E *

At the party's fringe, Wesley holds his cell phone to his ear. He signals Armando and the two of them head for the elevators. *

150F INT. HEDARE BUILDING - ART DEPARTMENT STORAGE WING - NIGHT 150F *

Lone and Catwoman reach the back wall of the wing. No exit. Just a wall of hermetically-sealed glass 50 stories off the ground. *

LONE *
No way out. *

CATWOMAN *
I didn't come here to run. *

LONE *
Why did you come? Revenge? *

CATWOMAN *
Justice. *

Lone staggers, woozy. Catwoman catches him. *

CATWOMAN *
Easy. *

150F CONTINUED: 150F

LONE
Listen, if anything happens, I want you to know... I'm sorry for what I said. You were right. I...

A beat. Catwoman smiles sweetly.

CATWOMAN
I think you have me confused with someone else.

LONE
Come on, Patience...

With his good hand, he goes for her mask. She stops him. Moves in for a kiss. Lips almost touching.

CATWOMAN
This Patience is a lucky girl.

Catwoman pulls away.

CUT TO:

LAUREL, WESLEY AND ARMANDO

enter the storage wing, guns in hand.

LAUREL
(to Wesley)
No one enters, no one leaves.

Wesley takes position as Laurel flicks on the lights.

CUT TO:

LONE AND CATWOMAN

flooded with light.

CATWOMAN
I'll draw her away from the door. Go get help and don't wait for me.

LONE
Be careful.

CATWOMAN
If you want careful, you've got the wrong girl.

CUT TO:

(CONTINUED)

150F CONTINUED: (2) 150F

LAUREL

Gun raised. Stalking.

ARMANDO

easing down his aisle.

Suddenly, an explosion of sparks rain down from the ceiling. The LIGHTS flicker and fail.

LAUREL
Wesley?

WESLEY
Someone cut the line!

HIGH ANGLE POV

staring down at Armando as he creeps between Laurel Hedare panels.

BACK TO SCENE

A shadow falls across his face. He looks up to see a black figure leaping onto him from above. He raises his gun. Not in time. A CLAW slashes his face, drawing blood.

ARMANDO
Aaaahhhh!

He spins around, but the figure is gone. An eerie beat of silence, then... THWACK! The whip encircles his leg. A quick tug pulls Armando off his feet. He's barely hit the ground when Catwoman rolls INTO VIEW, her KNEE LANDING ON HIS GUN HAND.

CATWOMAN
Oooh. Bad dog.

She twists his hand and we hear the crunch of BREAKING BONES. His hand goes limp and the gun drops. Armando looks up in fear.

BAM! She punches him in the face hard. His head snaps against the floor and he lies unconscious.

CATWOMAN
Stay.

(CONTINUED)

150F CONTINUED: (3) 150F

She kicks his gun away and somersaults into the shadows.

LONE ducks behind billboard panels, narrowly missing Laurel's gaze as she approaches. He holds her breath as she approaches, holding her gun leveled. She pauses just a few feet away from him, and then TURNS THE OTHER WAY. Lone takes a breath and edges toward the front door.

LAUREL moves down the aisle, scanning the darkness...

LAUREL
Here kitty, kitty, kitty.

She sees a shadow move over one of the billboards. She turns and FIRES, punching a hole in her own paper face.

There was nothing there.

From the corner of her eye, she spots movement again. She pivots to see a black-clad figure racing away from her.

She OPENS FIRE, mowing down her own cutouts and posters, her ROUNDS always landing a few steps behind the cat.

She strains to listen. All's quiet.

Looking around but doesn't see Catwoman high atop a billboard section, LAUREL'S GIANT EYE, peering down.

Laurel takes a few steps forward... and then a few steps more... until she's standing right under the section of billboard.

Catwoman kicks the billboard. The panel falls. Laurel dives out of the way as the GIANT EYE slams the ground.

CATWOMAN drops to the ground beside her. Laurel raises her gun, but Catwoman grabs her hand, aims the gun toward the window and FIRES THE WEAPON UNTIL IT'S EMPTY.

The WINDOWS SHATTER, splintering glass.

Laurel twists free of Catwoman and backs away.

LONE HAS THE FRONT DOOR IN SIGHT. Wesley stands guard, distracted by the sounds of battle. Lone spots a fire extinguisher on the wall nearby.

LAUREL AND CATWOMAN size each other up. Catwoman flexes her claws and snarls, unfurling her whip.

(CONTINUED)

150F CONTINUED: (4) 150F

CATWOMAN
Enough cat-and-mouse.

LAUREL
I agree. It's time to put you down.

And with a snap of the whip the FIGHT is on. The fight moves fast and the pair fight furious.

The WHIP cracks at Laurel. She grabs it mid-air and pulls Catwoman toward her. Catwoman leaps over Laurel, landing behind her. With a spinning kick Laurel sends Catwoman flying through one of the billboards. Catwoman lands coiled for a pounce.

LAUREL
We're not so different, you and I. Two strong women, tired of being stepped on, clawing our way to the top. And then there's the masks.

CATWOMAN
I'm nothing like you. You made your choices. And they're nothing like mine.

She flies back at Laurel feet-first, slamming into her chest and knocking her to the ground and landing back on her feet. Laurel jumps to her feet. They circle, punch, and parry.

CATWOMAN
I was there at the factory that night. When you flushed the pipes. You killed me, and the funny thing is? The thing that killed me made me stronger.

Laurel's punches come with even greater fury. Catwoman dodges them with lightning speed, tumbling, jumping.

CATWOMAN
You wouldn't believe all the things I am.

Enraged, Laurel hurls herself at Catwoman. But Catwoman catches Laurel's fists in her hands, holds her at arm's length, stares deeply into her eyes.

LAUREL
You're nothing.

(CONTINUED)

150F CONTINUED: (5) 150F

CATWOMAN
I am... Catwoman.

And in this way, at this moment, Patience and Catwoman are one in the same.

Laurel tries to kick her in the midsection. Catwoman slips the blow, now slashes back, shredding Laurel's clothes, and leaving long indentations in her skin. She drives Laurel across the floor, toward the windows, gaining the upper hand.

AT THE FRONT DOOR

WESLEY catches movement but before he can level his weapon, a white spray hits him in the face.

He FIRES several times, blindly, before taking an extinguisher canister to the face, swung by Lone with his good arm. LONE pushes through the front door, but hesitates.

AT THE WINDOW

Catwoman hears the GUNFIRE, reacts. Laurel takes advantage, now grabs Catwoman and slams her against the cracking glass.

LAUREL
I hate losing my Patience.

Catwoman climbs the window, flipping over Laurel to free herself. She lands coiled to pounce.

CATWOMAN
Looks can be deceiving. *You're* going down.

She launches. But Laurel grabs her mid-air and spins.

LAUREL
You first.

And with brute force, Laurel launches her into one of the shattered windows. CATWOMAN hits it with such force that the GLASS GIVES WAY.

TIME SEEMS TO SLOW FOR CATWOMAN as she propels through the glass and out the window. Her CAT'S EYES take in the scene. Below her is a fifty-story fall, with nothing to stop her.

(CONTINUED)

150F CONTINUED: (6) 150F

Her hand finds her whip. *

Her eyes find Laurel in the window. The whip SAILS THROUGH THE AIR, its TAIL WRAPPING AROUND LAUREL'S THROAT. * * *

And we're back to FULL SPEED as Catwoman begins to fall, clinging to the whip handle. * *

The whip goes taut around Laurel's neck. *

150G EXT. HEDARE BUILDING - NIGHT 150G *

The whip goes taut in Catwoman's hands. She swings down hard against the side of the building. * *

150H INT. HEDARE BUILDING - ART DEPARTMENT STORAGE WING - NIGHT 150H *

The weight yanks Laurel off her feet. She's pulled across the floor, slamming into the window sill. * *

150I EXT. HEDARE BUILDING - NIGHT 150I *

Catwoman scratches at the whip. Tries to climb it. Tries to find purchase on the building's side with her diamond-tipped claws. * * *

150J INT. HEDARE BUILDING - ART DEPARTMENT STORAGE WING 150J *

Laurel claws at the whip tail, desperately trying to free herself from the tight choking grip. * *

150K EXT. HEDARE BUILDING - NIGHT 150K *

Catwoman strains, pulling herself up the slick leather. *

150L INT. HEDARE BUILDING - ART DEPARTMENT STORAGE WING - NIGHT 150L *

Lone approaches to see Laurel uncoiling the whip from her neck. He puts two-and-two together and rushes to the window, arriving just as Laurel frees herself. * * *

LONE *

NO! *

(CONTINUED)

150L CONTINUED: 150L

He dives for the snaking end of the whip, but it's moving too fast. It races through his hands and disappears out the window.

Laurel rises, recovering her breath. She runs her fingers along her now deeply grooved neck.

LAUREL
Nothing a little Beau-line can't fix.

She grabs Lone, lifting him up.

LAUREL
Sorry about your girl. But if you think love hurts? Wait'll you get a load of this.

As she speaks we see a glint on the window sill. The SPARKLE OF A DIAMOND CLAW.

Laurel's too busy throwing Lone back against a billboard of her smiling face to notice. A weak and battered Lone slides down leaving a trail of blood from his shoulder.

LONE
You'll never get away with it. A dead cop. And a bullet from your gun.

LAUREL
I'll make something up. One thing I've learned from a life in cosmetics. No one cares about the truth, as long as the lie is pretty enough.

But just then that signature shadow falls across Laurel and Lone. Lone smiles as he looks past Laurel, prompting Laurel to turn. Crouched in the window frame, eyes glinting with rage is CATWOMAN.

CATWOMAN
That's the second time you killed me. It's not gonna happen again.

Catwoman HISSES and leaps, all fury. She slams into Laurel, sending the pair rolling. Then Catwoman unleashes a BRUTAL FLURRY of attacks that drive Laurel back. With a vicious wheeling kick she slams Laurel back into a Laurel Hedare billboard, knocking it off balance. Laurel stumbles back out into the open as a massive BILLBOARD of herself teeters, about to fall. Catwoman sees it first. She looks back to Laurel, and:

150L CONTINUED: (2) 150L

CATWOMAN
Watch your face.

LAUREL looks up to see her own smiling face accelerating toward her. Catwoman rolls out of the way as the sign SLAMS DOWN. The billboard's metal frame SHATTERS, leaving Laurel still standing, but the blow has left deep scars on her face. We hear an unholy RIPPING sound...

Laurel's face begins to SPLIT. From the base of the jaw a FISSURE forms in her taut-petrified skin and races across her forehead, REVEALING MUSCLE AND BONE underneath. The horror of it gives even Catwoman pause.

Laurel runs her finger along the horror and staggers over to a window, itself cracked from GUNFIRE.

She stares at the reflection of her terrifying visage, lit by pale moonlight and city glow.

LAUREL stumbles in a daze as the horror of it sinks in.

LAUREL
No... NO!

She sees the shattered open window and staggers to it.

LONE
Grab her.

They both reach out for Laurel, but it's too late. She throws herself out the window.

151 thru 154 OMITTED 151 thru 154

155 INT. HEDARE BUILDING - LOBBY - CONTINUOUS ACTION 155

THE CROWD SCREAMS as Laurel falls.

As her body hits the ground, it SHATTERS like some plastic Barbie doll smashed by an invisible sledgehammer. The crowd scatters. Some see Catwoman in the window high above. They point and shout.

156 INT. HEDARE BUILDING - ART DEPARTMENT STORAGE WING - NIGHT 156

Catwoman watches the scene far below her. She hears a noise and turns. It's Lone. Battered and bloody.

(CONTINUED)

156 CONTINUED: 156

They look over at each other for an awkward moment. Finally she glances over the edge.

CATWOMAN
Looks like their marketing plan is shot to hell.

Lone smiles grimly.

LONE
You saved a lot of lives tonight.

CATWOMAN
Mine, too.

LONE
You know, if Patience is back in her cell tomorrow morning, it would be awfully tough to prove she was Catwoman.

CATWOMAN
Like I said... I'm a lucky girl.

She kisses Lone. As Catwoman. As Patience, too. Then she slips into the darkness. Lone watches every step.

157 INT. HEDARE BUILDING - LOBBY - OVERHEAD ANGLE - NIGHT 157

GUESTS step back from LAUREL'S LIFELESS BODY. PULL UP to reveal half of her face lying smack in the middle of --

THE HEDARE LOGO set in the floor... her own perfect profile, lined with the words "The Face of Hedare." The catchphrase "BE MORE" is shattered, leaving only "BE M E." And we...

DISSOLVE TO:

158 EXT. COMMUNITY CENTER - CLOSE ON PAINT - DAY 158

being applied to a white wall.

WIDER - PATIENCE

is perched on SCAFFOLDING, working on one of the expansive blank walls of the community center. The beginnings of a beautiful mural of a black panther. Sally sits beside her reading the paper.

(CONTINUED)